

Terrapin 3 Acquisition Corp
Form 3
August 22, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â DEUTSCHE BANK AG\

(Last) (First) (Middle)

TAUNUSANLAGE 12 D-60325

(Street)

FRANKFURT AM
MAIN,Â 2MÂ 00000

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
08/09/2016

3. Issuer Name **and** Ticker or Trading Symbol
Terrapin 3 Acquisition Corp [TRTL]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

1,373,971

I

See footnote (1)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of

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		Shares		(I) (Instr. 5)			
Class A Common Stock	Â (2)	Â (3)	Class A Common Stock	928,350	\$ (4)	I	See footnote (1)
Purchase Warrant							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEUTSCHE BANK AG\				
TAUNUSANLAGE 12 D-60325	Â	Â X	Â	Â
FRANKFURT AM MAIN,Â 2MÂ 00000				

Signatures

Daniela Pondeva 08/22/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Reporting Person did not acquire additional shares of Common Stock since the filing of its Schedule 13G on February 16, 2016. The Reporting Person is filing this Form 3 solely due to the decrease in the number of shares of Common Stock outstanding after stockholders (1) holding 11,336,888 shares of the Common Stock elected to have their shares redeemed. The ownership by the Reporting Person reflected in this Form 3 has been determined based on the 9,938,112 shares of Common Stock outstanding reflected in the Issuer's Form 10-Q filed on August 9, 2016.

The Warrants are not currently exercisable. Each Warrant will become exercisable on the later of 30 days after the completion of the (2) Issuer's "Business Combination" or 12 months from the closing of the "Public Offering", in each case as defined in the Issuer's Form 10-Q filed on August 9, 2016.

(3) The Warrants will expire five years after the completion of the Issuer's "Business Combination", as defined in the Issuer's Form 10-Q filed on August 9, 2016, or earlier upon redemption or liquidation.

(4) Each Warrant entitles the holder to purchase one-half of one share of Common Stock at an exercise price of \$5.75 per half share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.