

MENDELSON LAWRENCE  
Form 4  
February 20, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
MENDELSON LAWRENCE

2. Issuer Name and Ticker or Trading Symbol  
Great Ajax Corp. [AJX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
9400 SW  
BEAVERTON-HILLSDALE  
HWY, SUITE 131  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
CHIEF EXECUTIVE OFFICER

BEAVERTON, OR 97005

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

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	02/16/2018		A		48,654 (1)	A	\$ 13.2	405,607 (2)	I	By Thetis Asset Management LLC
Common Stock, par value \$0.01 per share								70	I	By wife
								70	I	By daughter

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Common Stock, par value \$0.01 per share			
Common Stock, par value \$0.01 per share	70	I	By son
Common Stock, par value \$0.01 per share	274,667 <sup>(3)</sup>	I	By Gregory Funding LLC
Common Stock, par value \$0.01 per share	726,212 <sup>(4)</sup> <u>(5)</u>	I	By Aspen Yo LLC
Common Stock, par value \$0.01 per share	7,018 <sup>(6)</sup>	I	By Flanders Street Capital Partners I., L.P.
Common Stock, par value \$0.01 per share	19,070	D	
Common Stock, par value \$0.01 per share	5,923 <sup>(7)</sup>	I	By Mendelsohn Family Limited Partnership
Common Stock, par value \$0.01 per share	45,938 <sup>(8)</sup>	I	By Great Ajax FS LLC

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

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENDELSON LAWRENCE 9400 SW BEAVERTON-HILLSDALE HWY SUITE 131 BEAVERTON, OR 97005			CHIEF EXECUTIVE OFFICER	

## Signatures

/s/ Judd Roberts, 02/16/2018  
Attorney-in-Fact

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Payment of management fee to Thetis Asset Management LLC for fourth quarter ended December 31, 2017.  
The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or for any other purpose
- (3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or for any other purpose
- (4) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or for any other purpose
- (5) Includes 274,667 shares held by Gregory Funding LLC, 405,607 shares held by Thetis Asset Management LLC and 45,938 shares held by Great Ajax FS LLC reported herein.
- (6) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the

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reported shares for purposes of Section 16 or for any other purpose

- (7) Mr. Mendelsohn and certain members of his family are partners of Mendelsohn Family Limited Partnership.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

- (8) inclusion of these shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or for any other purpose.

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

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