Edgar Filing: Ladder Capital Corp - Form 4

Ladder Capit Form 4	al Corp											
February 13,	2014											
FORM	CECUD	ITIEG			TT 4 N				PPROVAL			
	· · UNITED	STATES				ND EXC D.C. 205		IGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer											January 31,	
subject to Section 10 Form 4 or	6. SIAIE N	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per response 0.5		
Form 5 obligation may conti <i>See</i> Instru 1(b).	inue. Section 17(a	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 R	Responses)											
			2. Issuer Name and Ticker or Trading Symbol					g	5. Relationship of Reporting Person(s) to Issuer			
				•		orp [LAD	KJ		(Chec	k all applicable	e)	
	(First) (N ER CAPITAL PARK AVENUE	Aiddle) E, 8TH	3. Date of (Month/Da 02/11/20	ay/Year)		insaction			Director X Officer (give below) Chief I			
(Street) 4. If Amer				ndment, Date Original					6. Individual or Joint/Group Filing(Check			
NEW YORK	K, NY 10154		Filed(Mon	th/Day/Y	ear)				•	One Reporting Pe Iore than One Re		
(City)		(Zip)							Person			
	(State)	(24)	Table	e I - Nor	1-De				uired, Disposed of		•	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	n Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	02/11/2014			А		86,765 (1)	A	\$0	86,765 <u>(1)</u>	D		

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

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

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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)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units and Class B common stock (2)	<u>(3)</u>	02/11/2014		J(2)(3)	926,766	(3)(4)	(3)(4)	Class A common stock	926,766
Reporting Owners									

Relationshins

Reporting Owner Name / Address			Kelationships	
	Director	10% Owner	Officer	Other
Guggenheim Greta C/O LADDER CAPITAL CORP 345 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10154			Chief Investment Officer	
Signatures				
/s/ Michelle Wallach as Attorney-in-I Guggenheim	02/13/2014			
<u>**</u> Signature of Reporting Pe	erson		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).

Fifty percent of each restricted stock award granted in connection with the initial public offering of common stock (the "IPO") of Ladder Capital Corp ("LCC") is subject to specified performance-based vesting criteria, and the remaining fifty percent of each restricted stock award is subject to time-based vesting criteria. The performance-vesting restricted stock granted to Ms. Guggenheim will vest in three

- (1) equal installments on December 31 of each of 2014, 2015 and 2016. The time-vesting restricted stock granted to Ms. Guggenheim will vest in three equal installments on the first three anniversaries of the date of grant, subject to his continued employment on the applicable vesting dates.
- Includes new LP units in Ladder Capital Finance Holdings LLLP (the "LP Units") and Class B common stock of LCC (the "Class B (2) Common Stock") exchangeable into Class A common stock of LCC (the "Class A Common Stock").

Pursuant to the Amended and Restated LLLP Agreement entered into in connection with the closing of the IPO, holders of the LP Units and Class B Common Stock issued in connection with the reorganization, which occurred immediately prior to the consummation of the

- (3) IPO, may, from time to time, exchange LP Units paired with an equal number of shares of Class B Common Stock for shares of Class A Common Stock on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends, and reclassifications.
- The LP Units and Class B Common Stock together are convertible, at Ms. Guggenheim's election, at any time after its issuance. This (4) conversion right has no expiration date.

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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