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Ladder Capit Form 4	al Corp									
February 13,								OMB AI	PPROVAL	
FORM	UNITED		CURITIES A Washington,			IGE (COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or	6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31, 2005 Estimated average burden hours per response 0.5	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	$\frac{18}{1000}$ 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)									
(Last) (First) (Middle)			 Issuer Name and Ticker or Trading Symbol Ladder Capital Corp [LADR] Date of Earliest Transaction (Month/Day/Year) 02/11/2014 				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u></u> Director <u></u> Officer (give title <u></u> 10% Owner <u></u> Other (specify below) Head of Asset Management			
NEW YORF	K, NY 10154							fore than One Re		
(City)	(State) (Zip)	Table I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Dat any	3. te, if Transactio Code (ear) (Instr. 8)	on(A) or Dis (D)	posed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/11/2014		Α	36,765 (1)	А	\$0	36,765 <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)

Perelman

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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. Transactic Code (Instr. 8)	5. Number of n Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7 (A) (L	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units and Class B common stock (2)	(3)	02/11/2014		J <u>(2)(3)</u>	36,727	(3)(4)	(3)(4)	Class A common stock	36,727	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director 10% Owner Officer		Officer	Other			
Perelman Robert C/O LADDER CAPITAL CORP 345 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10154			Head of Asset Management				
Signatures							
/s/ Michelle Wallach as Attorney-in-Fact for Robert			02/13/2014				

Explanation of Responses:

**Signature of Reporting Person

- * 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

- (1) award is subject to time-based vesting criteria. The performance-vesting restricted stock granted to Mr. Perelman will vest in three equal installments on December 31 of each of 2014, 2015 and 2016. The time-vesting restricted stock granted to Mr. Perelman 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.
- (2) Includes new LP units in Ladder Capital Finance Holdings LLLP (the "LP Units") and Class B common stock of LCC (the "Class B 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.
- (4) The LP Units and Class B Common Stock together are convertible, at Mr. Perelman's election, at any time after its issuance. This conversion right has no expiration date.

8. F Der Sec (Ins

Date

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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.