

Ladder Capital Corp
 Form 4/A
 April 20, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Mazzei Michael

(Last) (First) (Middle)

C/O LADDER CAPITAL
 CORP, 345 PARK AVENUE, 8TH
 FLOOR

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Ladder Capital Corp [LDR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/11/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/13/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President

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

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Units and Class B common stock ⁽¹⁾ ₍₂₎											
	<u>(3)</u>	02/11/2014	<u>J</u> ⁽²⁾ ₍₃₎				<u>(3)</u> ⁽⁴⁾	<u>(3)</u> ⁽⁴⁾	Class A common stock		423,084

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mazzei Michael C/O LADDER CAPITAL CORP 345 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10154			President	

Signatures

/s/ Michelle Wallach as Attorney-in-fact for Michael Mazzei	04/20/2015
**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) This amendment is being made to remove Units and Class B common stock erroneously listed on Mr. Mazzei's prior Form 4 filing as being indirectly beneficially owned by Mr. Mazzei. This line is being re-reported solely to gain access to the reporting system and no changes have been made thereto.
- (2) Included new LP units in Lader Capital Finance Holdings LLLP (the "LP Units") and Class B common stock of Ladder Capital Comp ("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 initial public offering of LCC (the "IPO") holders of the LP Units and Class B Common Stock issued in connection with the reorganization, which occurred immediately
- (3) prior to the consummation of the 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. Mazzei's election at any time after its issuance. This conversion right has no expiration rate.

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.