

Ladder Capital Corp  
 Form 4  
 February 13, 2014

**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 \*  
 Park Howard

(Last) (First) (Middle)

C/O GI PARTNERS, 2180 SAND HILL ROAD, SUITE 210

(Street)

MENLO PARK, CA 94015

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/10/2014		J	2,551,749 A (1)	2,551,749 (2)	I	See Footnotes. (3) (4)
Class A Common Stock	02/10/2014		J	366,459 A (1)	366,459 (2)	I	See Footnotes. (3) (4)

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

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SEC 1474 (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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Class B Common Stock	\$ 0 <sup>(5)</sup>	02/10/2014	<sup>(6)</sup>	J	13,987,509	08/05/2014 <sup>(7)</sup>	<sup>(8)</sup>	Class A Common Stock	13,987,509

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Park Howard C/O GI PARTNERS 2180 SAND HILL ROAD, SUITE 210 MENLO PARK, CA 94015	X			

## Signatures

/s/ Jenny McGinnis, attorney  
in fact

02/13/2014

\*\*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).
- Immediately prior to the closing of the Issuer's initial public offering of its Class A Common Stock, par value \$0.001 per share, the Issuer effectuated a reorganization of its capital structure (the "Reorganization") by exchanging interests in Ladder Capital Finance Holding LLLP ("LCFH") for shares of the Issuer's Class A Common Stock, shares of the Issuer's Class B Common Stock, and limited partnership interests of LCFH ("Units"). The securities reflected on this Form 4 were provided in exchange for interests in LCFH during the Reorganization.
- (1) The securities reflected on this Form 4 were provided in exchange for interests in LCFH during the Reorganization.
  - (2) The shares of the Issuer's Class A Common Stock held by GI III-A and GI III-B are subject to a lock-up agreement and cannot be freely traded until August 5, 2014.
  - (3) The 2,551,749 and 366,459 shares of Class A Common Stock are owned by GI Partners Fund III-B L.P. ("GI III-B") and GI Partners Fund III-A L.P. ("GI III-A"), respectively. The 13,987,509 shares of Class B Common Stock of the Issuer are owned by GI Ladder Holdco, LLC ("Ladder Holdco"). GI Partners Fund III L.P. ("GI III") owns Ladder Holdco. GI GP III L.P. ("GI GP LP") is the general partner of GI III, GI III-A, and GI III-B. GI Holdings III L.P. ("GI Holdings") is the limited partner of GI III, GI III-A, and GI III-B. GI GP III LLC ("GI GP LLC") is the general partner of each of GI GP LP and GI Holdings. Mr. Park is a member of the general partner of GI International L.P. ("GI Partners"), which is an affiliated entity of Ladder Holdco, GI III, GI III-A, GI III-B, GI GP LP, GI Holdings, and GI GP LLC.
  - (4) Mr. Park directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares of Class A Common Stock and the shares of Class B Common Stock reported herein. Mr. Park disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of

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such securities for purposes of Section 16 or for any other purpose.

- (5) Each share of the Issuer's Class B Common Stock can be paired with a Unit and submitted to the Issuer for conversion into one share of the Issuer's Class A Common Stock, subject to expiration of the lock-up period described herein. Ladder Holdco owns 13,987,509 Units.
- (6) Not Applicable.
- (7) The shares of the Issuer's Class B Common Stock held by Ladder Holdco are subject to a lock-up and cannot be combined with Units and converted into shares of the Issuer's Class A Common Stock until August 5, 2014.
- (8) Not Applicable.

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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