

Ladder Capital Corp
 Form 3
 February 21, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â GI PARTNERS FUND III LP			(Month/Day/Year)		Ladder Capital Corp [LADR]	
(Last)	(First)	(Middle)	02/11/2014		4. Relationship of Reporting Person(s) to Issuer	
2180 SAND HILL ROAD, SUITE 210					5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)					(Check all applicable)	
MENLO PARK, CA 94025					<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	2,551,749 <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	D	Â
Class A Common Stock	366,459 <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> <u>(8)</u>	D	Â

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Class B Common Stock	08/05/2014 ⁽⁹⁾	∅ ⁽¹⁰⁾	Class A Common Stock	13,987,509 <u>(3) (4) (5) (11)</u> <u>(12) (13)</u>	\$ <u>(14)</u>	D ∅

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GI PARTNERS FUND III LP 2180 SAND HILL ROAD, SUITE 210 MENLO PARK, CA 94025	∅ X	∅ X	∅	∅
GI Ladder Holdco, LLC 2180 SAND HILL ROAD, SUITE 210 MENLO PARK, CA 94025	∅ X	∅ X	∅	∅
GI PARTNERS FUND III-A LP 2180 SAND HILL ROAD, SUITE 210 MENLO PARK, CA 94025	∅ X	∅ X	∅	∅
GI Partners Fund III-B L.P. 2180 SAND HILL ROAD, SUITE 210 MENLO PARK, CA 94025	∅ X	∅ X	∅	∅
GI GP III L.P. 2180 SAND HILL ROAD, SUITE 210 MENLO PARK, CA 94025	∅ X	∅ X	∅	∅
GI Holdings III L.P. 2180 SAND HILL ROAD, SUITE 210 MENLO PARK, CA 94025	∅ X	∅ X	∅	∅
GI GP III LLC 2180 SAND HILL ROAD, SUITE 210 MENLO PARK, CA 94025	∅ X	∅ X	∅	∅

Signatures

/s/ Jenny McGinnis, attorney
in fact

02/21/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares of Class A Common Stock of the Issuer ("A-Common") acquired by GI Partners Fund III-B L.P. ("GI III-B") prior to the closing of its initial public offering, upon the reorganization of the Issuer's capital structure (the "Reorganization"), in which interests in two wholly-owned Delaware corporations holding interests in Ladder Capital Finance Holding LLLP ("LGFH") were exchanged by GI III-B and GI Partners Fund III-A L.P. ("GI III-A"), respectively, for shares of the Issuer's A-Common, and interests in LGFH held by GI Ladder Holdco, LLC ("Ladder Holdco"), an entity wholly-owned by GI Partners Fund III L.P. ("GI III"), were exchanged for shares of the Issuer's Class B Common Stock and limited partnership interests of LCHF ("Units").
- (2) Represents shares of A-Common acquired by GI Partners Fund III-A L.P. ("GI III-A"), prior to the closing of the Issuer's initial public offering, in the Reorganization.
- (3) GI III's principal business is to pursue investments, and GI III-A and GI III-B are affiliated funds in the same business. 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.
- (4) Ladder Holdco, as an affiliated entity with GI III-A and GI III-B; GI III, as the sole owner of Ladder Holdco and an affiliated entity of GI III-A and GI III-B; GI III-A, as an affiliated entity of GI III-B and GI III; GI III-B, as an affiliated entity of GI III-A and GI III; GI GP III L.P. as the general partner of GI III, GI III-A, and GI III-B; GI Holdings III L.P., as the limited partner of GI III, GI III-A, and GI III-B; and GI GP III LLC, as the general partner of each of GI GP LP and GI Holdings, 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,
- (5) (Continued from footnote 4) as amended, to be the indirect beneficial owners of the Equity Interests (in the case of Ladder Holdco, the Shares, in the case of GI III-A, GI III-B's A-Common and Ladder Holdco's Class B Common Stock and Units, and in the case of GI III-B, GI III-A's A-Common and Ladder Holdco's Class B Common Stock and Units) owned by GI III, GI III-A, or GI III-B and therefore, a "ten percent holder" thereunder.
- (6) Each of Ladder Holdco, GI III-A, GI III, GI GP LP, GI Holdings, and GI GP LLC disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (7) GI III-B is the direct owner of 2,551,749 shares of A-Common, and GI III-A is the direct owner of 366,459 shares of A-Common (together with GI III-B's A-Common, and the Class B Common Stock owned by Ladder Holdco, the "Shares"). The Shares, together with the Units, are collectively referred to herein as the "Equity Interests." All shares of A-Common reported herein are subject to a lock-up agreement and cannot be freely traded until August 5, 2014.
- (8) Each of Ladder Holdco, GI III-B, GI III, GI GP LP, GI Holdings, and GI GP LLC disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (9) 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 A-Common until August 5, 2014.
- (10) Not Applicable.
- (11) Represents Units acquired by Ladder Holdco in the Reorganization.
- (12) Ladder Holdco is the direct owner of 13,987,509 shares of the Issuer's Class B Common Stock. GI Partners Fund III L.P. ("GI III") owns 100% of Ladder Holdco.
- (13) Each of GI III-A, GI III-B, GI GP LP, GI Holdings, and GI GP LLC disclaims beneficial ownership of the Equity Interests reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (14) Each share of the Issuer's Class B Common Stock can be paired with one Unit and submitted to the Issuer for conversion into one share of A-Common, subject to the expiration of the lock-up period described herein. Ladder Holdco hold 13,987,509 Units.

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Remarks:

Mr.Â HowardÂ ParkÂ isÂ aÂ memberÂ ofÂ theÂ boardÂ ofÂ directorsÂ ofÂ theÂ Issuer,Â andÂ heÂ alsoÂ servesÂ asÂ a

EXHIBITÂ LIST:Â Â ExhibitÂ 24Â -Â PowersÂ ofÂ Attorney

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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.