

Apollo Commercial Real Estate Finance, Inc.  
Form 8-K/A  
September 29, 2017

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

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 11, 2017**

**Apollo Commercial Real Estate Finance, Inc.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-34452**  
**(Commission**  
  
**File Number)**

**27-0467113**  
**(IRS Employer**  
  
**Identification No.)**

**c/o Apollo Global Management, LLC**

**9 West 57th Street, 43rd Floor**

**New York, New York**  
**(Address of principal executive offices)**

**10019**  
**(Zip Code)**

**Registrant's telephone number, including area code: (212) 515-3200**

**n/a**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Explanatory Note.**

On May 15, 2017, Apollo Commercial Real Estate Finance, Inc. (the Company) filed a Current Report on Form 8-K (the Original Form 8-K) related to, among other things, the results of the Company's 2017 Annual Meeting of Stockholders (the Annual Meeting) held on May 11, 2017. This Form 8-K/A is being filed solely to supplement the disclosures made under Item 5.07 of the Original Form 8-K to disclose the decision of the Board of Directors of the Company (the Board of Directors) with respect to the frequency of future stockholder advisory votes on the compensation of the Company's named executive officers.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

As previously reported in the Original Form 8-K, the fourth proposal on which the Company's stockholders voted at the Annual Meeting was whether a stockholder advisory vote on the compensation of the Company's named executive officers should be held every one, two or three years. The results of the voting are as shown below:

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|----------------|-------------------------|
| 45,363,692    | 398,345        | 6,875,394      | 294,860        | 26,048,533              |

In light of the stockholders' recommendation that the advisory vote be held annually, which was consistent with the recommendation of the Board of Directors, the Board of Directors has decided that the Company will continue to hold an annual stockholder advisory vote with respect to the compensation of the Company's named executive officers.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Apollo Commercial Real Estate Finance,  
Inc.**

By: /s/ Stuart A. Rothstein  
Name: Stuart A. Rothstein

Title: President and Chief Executive  
Officer

Date: September 29, 2017