

Deerfield Capital Corp.
Form 4
December 26, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRIARC COMPANIES INC

(Last) (First) (Middle)

1155 PERIMETER CENTER WEST

(Street)

ATLANTA, GA 30338

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Deerfield Capital Corp. [DFR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2007

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)

See footnote 1.

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)
			Code	V	Amount	(A) or (D)	Price			
Preferred Stock	12/21/2007		A ⁽²⁾		9,629,368	A	<u>(2)</u>	9,629,368	I	By Subsidiaries. See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/21/2007		J ⁽³⁾		123,987	D	<u>(3)</u>	205,642	I	By Subsidiaries. See footnotes <u>(1)</u> <u>(3)</u>

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

**Persons who respond to the collection of
information contained in this form are not**

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRIARC COMPANIES INC 1155 PERIMETER CENTER WEST ATLANTA, GA 30338	X			See footnote 1.

Signatures

/s/ Stuart I. Rosen, Sr. Vice
President 12/26/2007

__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) Mr. Peter W. May, the Vice Chairman of the board of directors, a director and a significant stockholder of Triarc Companies, Inc. ("Triarc"), is a member of the board of directors of the Issuer. Triarc may be deemed to be a director of the Issuer by deputization.

(2) On December 21, 2007, 9,629,368 shares of the Issuer's Series A Cumulative Convertible Preferred Stock were issued to Triarc Deerfield Holdings, LLC ("TD Holdings"), a subsidiary of Triarc, as merger consideration payable by the Issuer to TD Holdings in respect of TD Holdings' interests in Deerfield & Company LLC, pursuant to the Agreement and Plan of Merger dated as of December 17, 2007, among the Issuer, DFR Merger Company, LLC, Deerfield & Company, LLC and Triarc.

(3) On December 21, 2007, Deerfield & Company LLC made a pro rata distribution for no consideration to its members (including TD Holdings) of the 329,629 shares of the Issuer's common stock it had previously held. The 205,642 shares represent the amount of shares distributed to TD Holdings in respect of its interests in Deerfield & Company LLC.

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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