

SOUSOU RAMEZ
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)

<p>1. Name and Address of Reporting Person *</p> <p>Â TowerBrook Investors, Ltd.</p> <p>(Last) (First) (Middle)</p> <p>65 EAST 55TH STREET, 27TH FLOOR,Â PARK AVENUE TOWER</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/11/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Ladder Capital Corp [LADR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	6,027,333	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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)

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Units and Class B Common Stock ⁽⁴⁾	02/11/2014	∧ ⁽⁶⁾	Class A Common Stock	9,444,612	\$ ⁽⁵⁾	I	See Footnotes ⁽¹⁾ <u>(2)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TowerBrook Investors, Ltd. 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022	∧	∧ X	∧	∧
TI II Ladder Holdings, LLC C/O TOWERBROOK CAPITAL PARTNERS PARK AVE TOWER, 65 E 55TH STREET, 27 FL NEW YORK, NY 10022	∧	∧ X	∧	∧
TOWERBROOK INVESTOR II EXECUTIVE FUND L P 430 PARK AVE 6TH FL NEW YORK, NY 10022	∧	∧ X	∧	∧
TOWERBROOK INVESTORS II LP 430 PARK AVNEUE 6TH FLOOR NEW YORK, NY 10022	∧	∧ X	∧	∧
TowerBrook Investors II AIV, L.P. PARK AVENUE TOWER, 65 EAST 55TH STREET 27TH FLOOR NEW YORK, NY 10022	∧	∧ X	∧	∧
TowerBrook Investors GP II, L.P. 65 EAST 55TH STREET, 27TH FLOOR PARK AVENUE TOWER NEW YORK, NY 10022	∧	∧ X	∧	∧
MOSZKOWSKI NEAL 430 PARK AVENUE 6TH FLOOR NEW YORK, NY 10022	∧	∧ X	∧	∧
SOUSOU RAMEZ C/O SOROS FUND MANGEMENT LLC 888 SEVENTH AVE 31ST FL. NEW YORK, NY 10106	∧	∧ X	∧	∧

Signatures

/s/ Glenn Miller as Vice President for TI II LADDER HOLDINGS, LLC	02/21/2014
__Signature of Reporting Person	Date
/s/ Glenn Miller as Attorney-in-Fact for TOWERBROOK INVESTORS II EXECUTIVE FUND, L.P.	02/21/2014
__Signature of Reporting Person	Date
/s/ Glenn Miller as Attorney-in-Fact for TOWERBROOK INVESTORS II, L.P.	02/21/2014
__Signature of Reporting Person	Date
/s/ Glenn Miller as Attorney-in-Fact for TOWERBROOK INVESTORS II AIV, L.P.	02/21/2014
__Signature of Reporting Person	Date
/s/ Glenn Miller as Attorney-in-Fact for TOWERBROOK INVESTORS GP II, L.P.	02/21/2014
__Signature of Reporting Person	Date
/s/ NEAL MOSZKOWSKI as DIRECTOR for TOWERBROOK INVESTORS LTD.	02/21/2014
__Signature of Reporting Person	Date
/s/ NEAL MOSZKOWSKI	02/21/2014
__Signature of Reporting Person	Date
/s/ RAMEZ SOUSOU	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).

- In addition to TowerBrook Investors Ltd., a Cayman Island company limited by shares ("TowerBrook"), this Form 3 is being filed jointly by TowerBrook Investors GP II, L.P. a Cayman Island exempt limited partnership ("Fund II GP"), TowerBrook Investors II, L.P., a Cayman Island exempt limited partnership ("Fund II"), TowerBrook Investors II AIV, L.P., a Cayman Island exempt limited partnership ("AIV II"), TowerBrook Investors II Executive Fund, L.P., a Cayman Island exempt limited partnership ("Executive Fund II"), TI II Ladder Holdings, LLC, a Delaware limited liability company ("TI Holdings" and together with TowerBrook, Fund II GP, Fund II, AIV II and Executive Fund II, the "TowerBrook Entities"), Neal Moszkowski, a citizen of the United States of America and Ramez Sousou, a citizen of the United Kingdom (collectively, the "Reporting Persons").
- (2) The Tower Brook Entities and Neal Moszkowski have the same business address as TowerBrook. The business address of Ramez Sousou is Kinnaird House, 1 Pall Mall East London, SW1Y5HAU, U.K.
- Prior to the initial public offering of the Class A Common Stock (the "Class A Common Stock") of Ladder Capital Corp ("LCC") (the "IPO"), which occurred on February 11, 2014, the Reporting Persons held interests in of Ladder Capital Finance Holdings LLLP ("LCFH"). In connection with the reorganization that occurred immediately prior to the IPO (the "Reorganization"), AIV II received, and now directly owns, 6,027,333 shares of Class A Common Stock of LCC. AIV II is controlled by its general partner, Fund II GP, and Fund II GP is controlled by its sole general partner, TowerBrook. As a result, TowerBrook may be deemed to beneficially own the 6,027,333 shares of Class A Common Stock owned by AIV II. As directors and the joint controlling shareholders of TowerBrook, Neal Moszkowski and Ramez Sousou have exclusive decision making authority with respect to such shares and may be deemed to be the beneficial owner of the securities reported on this Form 3 (for purposes of Rule 16a-1(a)).
- (3) Includes LP Units and shares of Class B Common Stock exchangeable into shares of Class A Common Stock that were issued in connection with the Reorganization.
- (5) In connection with the Reorganization, TI Holdings received 9,944,612 LP units of LCFH (the "LP Units") and 9,944,612 shares of Class B common stock of LCC (the "Class B Common Stock") that together are exchangeable into Class A Common Stock on a one-for-one basis. Pursuant to an Amended and Restated Limited Liability Limited Partnership Agreement entered into in connection with the closing of the IPO, from and after the date 180 days after the date of the closing of the IPO, holders of the LP Units and Class B Common Stock (including TI Holdings), 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

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dividends, and reclassifications.

- (6) The exchange right has no expiration date.

As a result of the Reorganization, TI Holdings directly owns 9,944,612 LP Units and shares of Class B Common Stock. TI Holdings is jointly controlled by Fund II and Executive Fund II, each of which is controlled by its general partner, Fund II GP, which is controlled by its sole general partner, TowerBrook. As a result, TowerBrook may be deemed to beneficially own the 9,944,612 LP Units and shares of

- (7) Class B Common Stock owned by TI Holdings. As directors and the joint controlling shareholders of TowerBrook, Neal Moszkowski and Ramez Sousou have exclusive decision making authority with respect to such shares and may be deemed to be the beneficial owner of the securities reported on this Form 3 (for purposes of Rule 16a-1(a)).

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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