

Ladder Capital Corp
Form 4
February 19, 2015

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 *
Fox Marc

(Last) (First) (Middle)

C/O LADDER CAPITAL
CORP, 345 PARK AVENUE, 8TH
FLOOR

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Ladder Capital Corp [LADR]

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

02/17/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 (1) (2) (3)	(A) or (D)	Price
Class A common stock	02/17/2015		A		35,470 (1) (2) (3)	A	\$ 0 68,870
						D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 5)
				Code	V	(A)	(D)	
Stock option	\$ 18.84	02/17/2015		A	3,941 (1)	(4)	(4)	
							Class A common stock	3,941

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fox Marc C/O LADDER CAPITAL CORP 345 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10154	Chief Financial Officer

Signatures

/s/ Michelle Wallach, as Attorney-in-Fact for
Marc Fox

02/19/2015

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) Represents the Reporting Person's annual equity incentive award for the year ended December 31, 2014, payable 90% in restricted stock and 10% in stock options.

(2) Fifty percent of the restricted stock grant is subject to specified performance-based vesting criteria, and the remaining fifty percent is subject to specified time-based vesting criteria. The performance-vesting restricted stock granted to the Reporting Person will vest in three equal installments with respect to Ladder Capital Corp's ("Ladder") performance for the years ending December 31, 2015, 2016 and 2017. The time-vesting restricted stock granted to the Reporting Person will vest in three equal installments on the first three anniversaries of the grant date.

(3) In each case, vesting is subject to the Reporting Person's continued employment on the applicable vesting dates. Notwithstanding (2) above, with respect to the time-vesting shares, such shares will become fully vested on the Reporting Person's retirement eligibility date, defined as the date on or after February 11, 2019 where the sum of (x) the Reporting Person's age and (y) the Reporting Person's fully completed years of employment with Ladder or a subsidiary is equal to or greater than 60 (the "Retirement Eligibility Date").

(4) This option grant will vest and become exercisable in three equal installments on each of the first three anniversaries of the grant date, subject to the Reporting Person's continued employment on the applicable vesting dates. Notwithstanding the above, the Reporting Person's options will become fully vested on the Retirement Eligibility Date.

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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