

Ladder Capital Corp  
 Form 4  
 February 19, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Harris Brian

(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  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D)	Price	
Class A common stock	02/17/2015		A		282,576 (1) (2) (3)	A	\$ 0	760,853	D

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

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 (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 or Value of Underlying Securities (Instr. 3 and 4)
Stock option	\$ 18.84	02/17/2015		A	31,397 (1)	(4)      (4)	Class A common stock	\$

## Reporting Owners

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

## Signatures

/s/ Michelle Wallach, as Attorney-in-Fact for Brian Harris	02/19/2015
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 incentive award for the year ended December 31, 2014, payable 90% in restricted stock and 10% in stock options.
- 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 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.
- (2) In each case, vesting is subject to the Reporting Person's continued employment on the applicable vesting dates. Notwithstanding (2) above, the Reporting Person's restricted stock grant will become fully vested and unrestricted on February 11, 2017.
- 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 February 11, 2017.

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.