

CIM Commercial Trust Corp
 Form 4
 July 14, 2014

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 *
 Shemesh Avraham

2. Issuer Name and Ticker or Trading Symbol
 CIM Commercial Trust Corp
 [CMCT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/10/2014

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

6922 HOLLYWOOD BLVD, NINTH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90028

(City) (State) (Zip)

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 | | | |
| Common Stock | 07/10/2014 | | P ⁽¹⁾ | | 2,900 | A | | \$ 21.6803 ⁽²⁾ | 220,824 ⁽³⁾ | I | See footnote ⁽⁴⁾ |
| Common Stock | 07/10/2014 | | P ⁽⁷⁾ | | 100,000 | A | | \$ 25 | 320,824 ⁽³⁾ | I | See footnotes ⁽⁴⁾ |
| Common Stock | 07/11/2014 | | P ⁽¹⁾ | | 1,500 | A | | \$ 21.72 | 322,324 ⁽³⁾ | I | See footnote ⁽⁴⁾ |
| Common | | | | | | | | | 95,440,000 | I | See |

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number of shares purchased at each separate price within the ranges set forth in footnotes (2) and (5).

- (3) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (4) These shares are owned directly by CIM Service Provider, LLC. The reporting person, together with Richard Ressler and Shaul Kuba, is a control person of CIM Holdings, Inc., which is the sole managing member of CIM Group, LLC, which is the sole equity member of CIM Service Provider, LLC. The reporting person, CIM Holdings, Inc. and CIM Group, LLC are indirect beneficial owners of 322,324 shares, subject to footnote (3) herein.

- (5) These shares are owned directly by Urban Partners II, LLC. The reporting person, together with Richard Ressler and Shaul Kuba, is a control person of CIM Holdings, Inc., which is the sole managing member of CIM Group, LLC, which is the sole manager of CIM Urban Partners GP LLC, which is the sole managing member of Urban Partners II, LLC. The reporting person, CIM Holdings, Inc., CIM Group, LLC and CIM Urban Partners GP, LLC are indirect beneficial owners of 95,440,000 shares, subject to footnote (3) herein.

- (6) The number reported in this Column has been adjusted to reflect (a) the conversion of the Series A Convertible Preferred Shares owned by Urban Partners II, LLC on April 28, 2014 and (b) a 1-for-5 reverse stock split that became effective on April 29, 2014.

- (7) This purchase will be made pursuant to the terms of the Settlement Agreement, dated as of January 28, 2014, by and among CIM Commercial Trust Corporation, CIM Urban REIT, LLC, Southfork Merger Sub, LLC, REIT Redux LP, and the other parties thereto.

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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