

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mazzei Michael

(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)
 President

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 | | 141,879 (1) (2) (3) | A | \$ 0 | 410,023 | D |

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 required to respond unless the form displays a currently valid OMB control number.

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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 | 15,764 <u>(1)</u> | <u>(4)</u> <u>(4)</u> | Class A common stock | 15,764 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Mazzei Michael C/O LADDER CAPITAL CORP 345 PARK AVENUE, 8TH FLOOR NEW YORK, NY 10154 | | | President | |

Signatures

/s/ Michelle Wallach, as Attorney-in-Fact for Michael Mazzei 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.
- 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. In each case, vesting is subject to the Reporting Person's continued employment on the applicable vesting dates.
- (2) 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").
- (3) 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. 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.