

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **February 27, 2017**

Ladder Capital Corp

(Exact Name of Registrant As Specified In Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36299
(Commission
File Number)

80-0925494
(IRS Employer
Identification No.)

345 Park Avenue, 8th Floor
New York, New York 10154
(Address of Principal Executive Offices, including Zip Code)

(212) 715-3170
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

Strategic Investment in Ladder by Related Companies

On February 27, 2017, Ladder Capital Corp (“Ladder” or the “Company”), Related Real Estate Fund II, L.P. (“Related”), which is an affiliate of The Related Companies, L.P., and certain pre-IPO stockholders of Ladder, including affiliates of TowerBrook Capital Partners, L.P. and GI Partners L.P., entered into a Stock Purchase Agreement, pursuant to which Related agreed to purchase \$80.0 million of Ladder’s Class A common stock (the “Shares”) from the pre-IPO stockholders. The investment was made by a wholly owned subsidiary of Related, which is an opportunity fund with equity commitments of over \$1 billion.

Upon the closing of the transaction, which is expected to occur on March 3, 2017, Ladder and Related will enter into a Stockholders Agreement, pursuant to which, upon the closing, Ladder will appoint Richard O’Toole, Executive Vice President and General Counsel of Related, to replace Jonathan Bilzin, Managing Director of TowerBrook Capital Partners, L.P., as a Class II Director on Ladder’s Board of Directors.

Pursuant to the Stockholders Agreement, Ladder will also grant Related a right of first offer with respect to certain horizontal risk retention investments in which Ladder intends to retain an interest and Related will agree to certain standstill provisions. In addition, Ladder, the pre-IPO stockholders and Related will enter into a Second Amended and Restated Registration Rights Agreement providing Related with customary registration rights with respect to the Shares. The closing is subject to customary closing conditions.

The Company issued a press release regarding the foregoing on February 28, 2017, a copy of which is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Forward-Looking Statements

Certain statements in this report may constitute “forward-looking” statements, including those related to the closing of the transaction and changes to Ladder’s Board of Directors. These statements are based on management’s current expectations, beliefs, plans, objectives and assumptions regarding future events. These forward-looking statements are only predictions, not historical fact, and involve certain risks and uncertainties, as well as assumptions. Actual events could differ materially from those stated, anticipated or implied by such forward-looking statements, including those regarding the closing of the transaction and changes to Ladder’s Board of Directors. While Ladder believes that its assumptions are reasonable, it is very difficult to predict the impact of known factors, and, of course, it is impossible to anticipate all factors that could affect actual outcomes. There are a number of risks and uncertainties that could cause actual results to differ materially from forward-looking statements made herein including, the risks discussed under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016, as well as its consolidated financial statements, related notes, and other financial information appearing therein, and its other filings with the U.S. Securities and Exchange Commission. Such forward-looking statements are made only as of the date of this report. Ladder expressly disclaims any obligation or undertaking to release any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with regard thereto or changes in events, conditions, or circumstances on which any such statement is based.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Press Release

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 1, 2017

LADDER CAPITAL CORP

/s/ Marc Fox

Marc Fox
Chief Financial Officer



Ladder and Related Announce a Strategic Investment in Ladder by Related Companies

NEW YORK—(BUSINESS WIRE)—Ladder Capital Corp (“Ladder” or the “Company”) (NYSE:LADR) and Related Companies (“Related”) today jointly announced that Related has made a strategic investment in Ladder. Related purchased \$80 million of Ladder stock from certain pre-IPO shareholders of Ladder, including affiliates of TowerBrook Capital Partners and GI Partners. In connection with the investment, Ladder has granted Related a right of first offer with respect to certain horizontal risk retention investments in which Ladder intends to retain an interest. The investment was made by Related Real Estate Fund II, an opportunity fund, with equity commitments of over \$1 billion.

Justin Metz, Managing Principal of Related Fund Management said, “Ladder’s strong and seasoned management team operates a disciplined and differentiated mortgage-focused lending platform and we believe the Company is undervalued by the public marketplace. The ability to acquire a significant stake, as well as join the Board, makes this investment an ideal fit for Related Fund Management and we look forward to a long-term partnership with Ladder.”

Jeff Blau, CEO of Related Companies said, “Ladder’s core earnings have been positive each quarter since their inception and they have never had a credit loss. We saw a strategic investment opportunity because we believe that the Company’s reported depreciated book value is a conservative representation of Ladder’s actual value.”

Brian Harris, Ladder’s Chief Executive Officer, commented, “We are pleased about Related’s investment in Ladder and appreciate the endorsement of our team and business model by one of the premier global real estate firms in the country. We look forward to partnering with Related and feel confident that Related’s expertise in the commercial real estate funds management business will prove helpful to our efforts in expanding Ladder’s asset management and institutional co-investment businesses.”

In conjunction with Related’s investment in Ladder, Ladder agreed to appoint Richard O’Toole, Executive Vice President and General Counsel of Related, to replace Jonathan Bilzin, Managing Director of TowerBrook Capital Partners, on Ladder’s Board of Directors, effective as of closing.

Mr. Bilzin commented, “TowerBrook has enjoyed being a part of Ladder’s creation and then watching it grow. TowerBrook continues to remain a large shareholder in the Company and we look forward to watching the team and the Company enjoy continued success.”

In joining Ladder’s Board of Directors, Mr. O’Toole brings with him over 35 years of legal, investment, and tax experience with respect to commercial real estate. Mr. O’Toole joined Related in 2005 from Paul, Hastings, Janofsky & Walker LLP, where he served as a Partner in the Tax Department for 5 years. Prior to Paul, Hastings, Janofsky & Walker LLP, Mr. O’Toole was a Partner in the Tax Department at Battle Fowler LLP for 13 years. Mr. O’Toole serves on the board of directors of Sterling Bancorp and its subsidiary bank; Equinox; Motivate, the operator of Citi Bike; and numerous subsidiaries of Related, and serves as an adjunct at Columbia University. Mr. O’Toole holds an LLM from New York University, a J.D. from St. John’s University School of Law, and a B.A. from St. John’s University.

About Ladder

Ladder is an internally-managed real estate investment trust that is a leader in commercial real estate finance. Ladder originates and invests in a diverse portfolio of commercial real estate and real estate-related assets, focusing on senior secured assets. Ladder’s investment activities include: (i) direct origination of commercial real estate first mortgage loans; (ii) investments in investment grade securities secured by first mortgage loans on commercial real estate; and (iii) investments in net leased and other commercial real estate equity. Founded in 2008, Ladder is run by a highly experienced management team with extensive expertise in all aspects of the commercial real estate industry, including origination, credit, underwriting, structuring, capital markets and asset management. Led by Brian Harris, the Company’s Chief Executive Officer, Ladder is headquartered in New York City and has branches in Los Angeles and Boca Raton.

About Related Companies

Related Companies is the most prominent privately-owned real estate firm in the United States. Formed over 40 years ago, Related is a fully-integrated, highly diversified industry leader with experience in virtually every aspect of development, acquisitions, management, finance, marketing and sales. Headquartered in New York City, Related has offices and major developments in Boston, Chicago, Los Angeles, San Francisco, South Florida, Abu Dhabi, London and Shanghai and boasts a team of approximately 3,000 professionals. The Company’s existing portfolio of real estate assets, valued at over \$30 billion, is made up of best-in-class mixed-use, residential, retail, office and affordable properties in premier high-barrier-to-entry markets. Related has developed preeminent mixed-use projects such as Time Warner Center in New York and CityPlace in West Palm Beach and is currently developing the 28-acre Hudson Yards project on Manhattan’s west side. Related Fund Management is staffed by seasoned professionals and has raised over \$4 billion of capital for the platform across three areas: opportunistic real estate investments, origination and acquisition of debt, and multi-family housing opportunities. For more information about Related Fund Management please visit www.related.com.

Ladder Investor Contact

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