
Section 1: 8-K (FORM 8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): **March 16, 2020**

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
(I.R.S. Employer
Identification No.)

345 Park Avenue, 8th Floor
New York, New York
(Address of principal executive offices)

10154
(Zip Code)

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Class A common stock, \$0.001 par value	LADR	New York Stock Exchange

Item 8.01 Other Events

On March 16, 2020, Ladder Capital Corp (the "Company") filed a new registration statement on Form S-3 (File No. 333-237197) (the "New Registration Statement") to replace the Company's existing registration statement on Form S-3 (File No. 333-216806) that is set to expire on March 17, 2020. In connection therewith, the Company filed a new prospectus supplement relating to the Company's existing "at-the-market" offering with Raymond James, JMP Securities, Keefe, Bruyette & Woods and B. Riley FBR.

The Company is filing herewith as Exhibit 5.1 an opinion of its counsel, Kirkland & Ellis LLP, regarding certain legal matters with respect to the at-the-market offering, which opinion is hereby incorporated by reference into the New Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
5.1	Opinion of Kirkland & Ellis LLP
104	The cover page from this Current Report on Form 8-K formatted in Inline XBRL (included as Exhibit 101).

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 16, 2020

LADDER CAPITAL CORP

By: /s/ Marc Fox
Name: Marc Fox
Title: Chief Financial Officer

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Section 2: EX-5.1 (EXHIBIT 5.1)

Exhibit 5.1

KIRKLAND & ELLIS LLP AND AFFILIATED PARTNERSHIPS

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United States

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www.kirkland.com

March 16, 2020

Facsimile:
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Ladder Capital Corp
345 Park Avenue, 8th Floor
New York, New York 10154

Ladies and Gentlemen:

We have acted as special counsel to Ladder Capital Corp, a Delaware corporation (the “Company”), in connection with the registration under the Securities Act of 1933, as amended (the “Securities Act”), of the offer and sale from time to time of shares of the Company’s Class A Common Stock, par value \$0.001 per share (the “Shares”), having an aggregate offering price of up to \$100,000,000, in “at the market offerings” as defined in Rule 415 promulgated under the Securities Act, pursuant to the terms of (a) the Equity Distribution Agreement, dated January 3, 2019 (the “Raymond James Agreement”), among the Company, Ladder Capital Finance Holdings LLLP, a Delaware limited liability limited partnership (“LCFH”), and Raymond James & Associates, Inc., (b) the Equity Distribution Agreement, dated January 3, 2019 (the “JMP Agreement”), among the Company, LCFH and JMP Securities LLC, (c) the Equity Distribution Agreement, dated January 3, 2019 (the “Keefe Agreement”), among the Company, LCFH and Keefe, Bruyette & Woods, Inc., and (d) the Equity Distribution Agreement, dated January 3, 2019 (together with the Raymond James Agreement, the JMP Agreement and the Keefe Agreement, the “Equity Distribution Agreements”), among the Company, LCFH and B. Riley FBR, Inc.

The Shares are being offered and sold by the Company under a registration statement on Form S-3ASR originally filed with the Securities and Exchange Commission (the “Commission”) on March 16, 2020 (Registration No. 333-237197) (such Registration Statement, as supplemented, the “Registration Statement”), including a base prospectus, dated March 16, 2020 (the “Base Prospectus”), and a prospectus supplement, dated March 16, 2020 (together with the Base Prospectus, the “Prospectus”).

In connection therewith, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including: (i) the organizational documents of the Company, (ii) minutes and records of the corporate proceedings of the Company, (iii) the Registration Statement and the exhibits thereto and the Prospectus and (iv) the Equity Distribution Agreements.

Beijing Boston Chicago Dallas Hong Kong Houston London Los Angeles Munich Palo Alto Paris San Francisco Shanghai
Washington, D.C.



KIRKLAND & ELLIS LLP

Ladder Capital Corp
March 16, 2020
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For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto, other than the Company, and the due authorization, execution and delivery of all documents by the parties thereto, other than the Company. We have not independently established or verified any facts relevant to the opinions expressed herein, but have relied upon statements and representations of officers and other representatives of the Company.

Based upon and subject to the qualifications, assumptions and limitations set forth herein, we are of the opinion that the Shares have been duly authorized, and when issued, delivered and paid for in accordance with the Equity Distribution Agreements, will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware, including the applicable provisions of the Delaware constitution and reported judicial decisions interpreting such laws. We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or “Blue Sky” laws of the various states to the sale of the Shares.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Company’s Current Report on Form 8-K and to its incorporation by reference into the Registration Statement. We also consent to the reference to our firm under the heading “Legal Matters” in the Prospectus constituting part of the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date hereof and we assume no obligation to revise or supplement this opinion after the date hereof.

This opinion is furnished to you in connection with the filing of the Company’s Current Report on Form 8-K, which is incorporated by reference into the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Sincerely,

/s/ KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS LLP

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