

Edgar Filing: CIM Commercial Trust Corp - Form 4

CIM Commercial Trust Corp  
Form 4  
July 14, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RESSLER RICHARD S

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

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Stock

(3) (6)

footnote  
(5)

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |         |       |
|----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                  | Director      | 10% Owner | Officer | Other |
| RESSLER RICHARD S<br>6922 HOLLYWOOD BLVD<br>NINTH FLOOR<br>LOS ANGELES, CA 90028 | X             | X         |         |       |

## Signatures

/s/ Eric Rubinfeld, attorney  
in fact

07/14/2014

\_\_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) These purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by CIM Service Provider, LLC on January 29, 2014.
- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$21.28 to \$21.85, inclusive. The reporting person undertakes to provide to CIM Commercial Trust Corporation, any security holder of CIM Commercial Trust Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the

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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 Shaul Kuba and Avraham Shemesh, 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 Shaul Kuba and Avraham Shemesh, 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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