

Terrapin 3 Acquisition Corp
 Form 4
 December 12, 2016

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 *
 DEUTSCHE BANK AG\

2. Issuer Name and Ticker or Trading Symbol
 Terrapin 3 Acquisition Corp [TRTL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 TAUNUSANLAGE 12 D-60325
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/08/2016

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

FRANKFURT AM
 MAIN, 2M 00000

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

(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 |
| Class A Common Stock | 12/08/2016 | 12/08/2016 | S | | 1,133,422 | D | \$ 10 0 |

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)

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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 of Derivative Security (Instr. 5) |
|---|---|---|---|---|---|--|---|--|
|---|---|---|---|---|---|--|---|--|

Class A
Common
Stock
Purchase
Warrant

(1)

Code V (A) (D)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of
Shares

(2)

(3)

Class A
Common
Stock

871,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DEUTSCHE BANK AG\
TAUNUSANLAGE 12 D-60325
FRANKFURT AM MAIN, 2M 00000

X

Signatures

Daniela
Pondeva

12/12/2016

**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) Each Warrant entitles the holder to purchase one-half of one share of Common Stock at an exercise price of \$5.75 per half share.
The Warrants are not currently exercisable. Each Warrant will become exercisable on the later of 30 days after the completion of the
- (2) Issuer's "Business Combination" or 12 months from the closing of the "Public Offering", in each case as defined in the Issuer's Form 10-Q filed on November 9, 2016.
- (3) The Warrants will expire five years after the completion of the Issuer's "Business Combination", as defined in the Issuer's Form 10-Q filed on November 9, 2016, or earlier upon redemption or liquidation.

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.