

Apollo Commercial Real Estate Finance, Inc.  
 Form 4  
 January 05, 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 \*  
**ROTHSTEIN STUART**

2. Issuer Name and Ticker or Trading Symbol  
 Apollo Commercial Real Estate Finance, Inc. [ARI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O APOLLO GLOBAL MANAGEMENT, LLC, 9 WEST 57TH STREET, 43RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 12/31/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

(Street)  
 NEW YORK, NY 10019

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 12/31/2015                           |  | F                              | (A)<br>or<br>(D)<br>28,883 (1)                                    | \$ 17.23 213,507 (2)  | D  |   |
| Common Stock                    | 01/04/2016                           |  | S(3)                           | 10,000 (4)  | \$ 17.0074 203,507 (2)  | D  |   |

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

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SEC 1474 (9-02)

number.

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

| 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) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| ROTHSTEIN STUART<br>C/O APOLLO GLOBAL MANAGEMENT, LLC<br>9 WEST 57TH STREET, 43RD FLOOR<br>NEW YORK, NY 10019 | X             |           | President & CEO |       |

## Signatures

/s/ Jessica L. Lomm, as  
Attorney-in-Fact  
01/05/2016  
Date

\*\*Signature of Reporting Person

## 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) Consists of shares of common stock withheld by the issuer in order to satisfy the minimum tax withholding obligations of the reporting person arising in connection with the delivery of shares of common stock underlying vested restricted stock units ("RSUs") granted under the Apollo Commercial Real Estate Finance, Inc. 2009 Equity Incentive Plan. Each RSU represents the contingent right to receive one share of the issuer's common stock for each vested RSU. The RSUs vest in installments in accordance with the terms of the applicable RSU Award Agreement by and between the reporting person and the issuer, provided the reporting person remains in service through the applicable vesting dates.

(2) Reported amount includes 146,667 RSUs.

(3) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 3, 2015.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.0000 to \$17.0500, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

## Edgar Filing: Apollo Commercial Real Estate Finance, Inc. - Form 4

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