

CIM Commercial Trust Corp  
Form 4  
June 21, 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 \*  
Urban Partners II, LLC

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)  
6922 HOLLYWOOD BLVD.,  
NINTH FLOOR  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/17/2016

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

LOS ANGELES, CA 90028

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_X\_\_ 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	06/17/2016		S	(A) V	9,911,418 Amount (1)	D	\$ 21 85,528,582

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)**



ZUG, V8 6300

## Signatures

/s/ Theodore Neos, by Power of  
Attorney

02/19/2016

\_\_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).
- On February 17, 2015, the reporting person was granted 4,173 Restricted Stock Units for no monetary consideration. The Restricted
- (1) Stock Units convert into (i) 2,504 common shares and (ii) cash equal to the market value of 1,669 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (2) Includes 176 common shares acquired on June 30, 2015 and 221 common shares acquired on December 31, 2015 pursuant to the Company's Amended and Restated 2008 Employee Share Purchase Plan.
- (3) The fair market value of the cash portion was determined using the daily volume-weighted average sales price of the common shares for the five consecutive trading days up to and including February 17, 2016.
- (4) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.
- On February 18, 2014, the reporting person was granted 4,812 Restricted Stock Units for no monetary consideration. The Restricted
- (5) Stock Units convert into (i) 2,406 common shares and (ii) cash equal to the market value of 2,406 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (6) The fair market value of the cash portion was determined using the daily volume-weighted average sales price of the common shares for the five consecutive trading days up to and including February 18, 2016.
- (7) Represents shares held by an irrevocable trust for the benefit of the reporting person's children.
- (8) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 17, 2016.
- (9) Represents Restricted Stock Units held by the reporting person that vest in whole or in part in cash.
- (10) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 18, 2015.

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.