### Edgar Filing: CIM Commercial Trust Corp - Form 4

CIM Commo	ercial Trust Con	rp										
Form 4	<i>.</i>											
June 21, 201	6											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	UNITE	DSIAIES			, D.C. 2054		r <b>E</b> CC	JMIMI55ION	OMB Number:	3235-0287		
Check this box if no longer								Expires: January 3				
subject to Section 16.			F CHAN	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated average burden hours per			
Form 4 c Form 5			~		~				response			
obligatio							-	Act of 1934,				
may cont	tinue. Section 1			•	t Company A	•		935 or Section				
See Instr 1(b).	uction	50(II)		ivestillen		101 01	1740					
(Print or Type ]	Responses)											
1. Name and Address of Reporting Person2. IssueUrban Partners II, LLCSymbol				T Traine and Trener of Training				5. Relationship of Reporting Person(s) to Issuer				
			CIM Commercial Trust Corp [CMCT]				(Check all applicable)					
				3. Date of Earliest Transaction				Director X 10% Owner Officer (give title Other (specify				
6922 HOLL NINTH FLO	LYWOOD BLV OOR	/D.,	06/17/2	2016			C	pelow)	below)			
	(Street)		4. If Amendment, Date Original 6				6. Individual or Joint/Group Filing(Check					
Fi			Filed(Mo	nth/Day/Yea	r)		Applicable Line) _X_ Form filed by One Reporting Person					
LOS ANGE	ELES, CA 9002	28					_	Form filed by Mo Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficial	y Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)			n Date, if	Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) /Year) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	06/17/2016			S	9,911,418 (1)	D	\$ 21	85,528,582	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships					
r of the term	Director	10% Owner	Officer	Other			
Urban Partners II, LLC 6922 HOLLYWOOD BLVD., NINTH FL LOS ANGELES, CA 90028	OOR	Х					
Signatures							
/s/ David Thompson, attorney in fact	06/21/2016						

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) Urban Partners II, LLC sold 9,911,418 shares of common stock in a self tender offer by the issuer.

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. t>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Restricted Stock Units (1)02/17/2016 M 1,043 (8) (8) Common Shares 1,043 (1) 11,296 (9) D Restricted Stock Units (5)02/18/2016 M 1,206 (10) (10) Common Shares 1,206 (5) 10,090 (9) D

## **Reporting Owners**

#### **Reporting Owner Name / Address**

Relationships

Director 10% Owner Officer Other

McElroy John Justin ALLIED WORLD ASSURANCE CO. HOLDINGS, AG GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR

COO

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.

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