

MENDELSON LAWRENCE
Form 4
February 20, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MENDELSON LAWRENCE

2. Issuer Name and Ticker or Trading Symbol
Great Ajax Corp. [AJX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9400 SW
BEAVERTON-HILLSDALE
HWY, SUITE 131
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2018

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

BEAVERTON, OR 97005

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)			
			Code	V	Amount (A) or Price (D)					
Common Stock, par value \$0.01 per share	02/16/2018		A		48,654 (1)	A	\$ 13.2	405,607 (2)	I	By Thetis Asset Management LLC
Common Stock, par value \$0.01 per share								70	I	By wife
								70	I	By daughter

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Common Stock, par value \$0.01 per share			
Common Stock, par value \$0.01 per share	70	I	By son
Common Stock, par value \$0.01 per share	274,667 ⁽³⁾	I	By Gregory Funding LLC
Common Stock, par value \$0.01 per share	726,212 ⁽⁴⁾ <u>⁽⁵⁾</u>	I	By Aspen Yo LLC
Common Stock, par value \$0.01 per share	7,018 ⁽⁶⁾	I	By Flanders Street Capital Partners I., L.P.
Common Stock, par value \$0.01 per share	19,070	D	
Common Stock, par value \$0.01 per share	5,923 ⁽⁷⁾	I	By Mendelsohn Family Limited Partnership
Common Stock, par value \$0.01 per share	45,938 ⁽⁸⁾	I	By Great Ajax FS LLC

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

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SEC 1474
(9-02)

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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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

MENDELSON LAWRENCE
 9400 SW BEAVERTON-HILLSDALE HWY
 SUITE 131
 BEAVERTON, OR 97005

Relationships

Director 10% Owner Officer Other

CHIEF EXECUTIVE OFFICER

Signatures

/s/ Judd Roberts,
 Attorney-in-Fact

02/16/2018

__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) Payment of management fee to Thetis Asset Management LLC for fourth quarter ended December 31, 2017.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

(2) inclusion of these shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or for any other purpose

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

(3) inclusion of these shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or for any other purpose

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

(4) inclusion of these shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or for any other purpose

(5) Includes 274,667 shares held by Gregory Funding LLC, 405,607 shares held by Thetis Asset Management LLC and 45,938 shares held by Great Ajax FS LLC reported herein.

(6) 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 that the reporting person is the beneficial owner of all of the

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reported shares for purposes of Section 16 or for any other purpose

- (7) Mr. Mendelsohn and certain members of his family are partners of Mendelsohn Family Limited Partnership.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

- (8) inclusion of these shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or for any other purpose.

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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