

Colony Capital, Inc.  
Form 4  
April 04, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARRACK THOMAS JR**

(Last) (First) (Middle)

**C/O COLONY CAPITAL, INC., 515  
SOUTH FLOWER STREET, 44TH  
FLOOR**

(Street)

**LOS ANGELES, CA 90071**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Colony Capital, Inc. [CLNY]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/04/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Executive Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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	04/04/2016		C		526,443	A <u>(1)</u>	1,290,133	I	See Footnote <u>(1)</u>
Class A Common Stock	04/04/2016		J		526,443	D <u>(2)</u>	763,690	I	See Footnote <u>(2)</u>
Class B Common Stock	04/04/2016		J <sup>(3)</sup>		19,144	D \$ 0 <u>(3)</u>	527,131	I	By Family Trust
Class A	04/04/2016		J <sup>(3)</sup>		19,144	A \$ 0	782,834	I	By Family

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Common Stock (3) Trust

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

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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. D
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
OP Units	(4)	04/04/2016		C	526,443	(4) (4)	Class A Common Stock	526,443
OP Units	(6)	04/04/2016		D	153,150	(6) (6)	Class A Common Stock	153,150

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRACK THOMAS JR C/O COLONY CAPITAL, INC. 515 SOUTH FLOWER STREET, 44TH FLOOR LOS ANGELES, CA 90071	X	X	Executive Chairman	

## Signatures

/s/ David A. Palame, as Attorney-in-fact 04/04/2016

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) The acquisition represents the acquisition of shares of Class A Common Stock by the reporting person upon the redemption of OP units held by limited liability companies controlled by the reporting person. The OP Units were redeemed for an equal number of shares of the

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issuer's Class A Common Stock. The reporting person disclaims beneficial ownership of the securities acquired except to the extent of his pecuniary interest therein.

- (2) The disposition represents the disposition of shares of Class A Common Stock, received upon the redemption of OP units held by limited liability companies controlled by the reporting person, to members of the limited liability companies who were allocated indirect interests in the units in connection with the issuer's acquisition of substantially all of its former manager's real estate and investment management and business operations in April 2015. The OP Units were redeemed for an equal number of shares of the issuer's Class A Common Stock. The reporting person disclaims beneficial ownership of the securities disposed of except to the extent of his pecuniary interest therein.
- (3) In connection with the redemption of 679,593 OP Units as reported in this Form, in accordance with the terms of the Class B Common Stock, 19,144 shares of Class B Common Stock were required to be converted to Class A Common Stock.
- (4) The OP Units were redeemed for shares of Class A Common Stock, at the discretion of the issuer, upon the request of limited liability companies controlled by the reporting person. The OP Units do not have expiration dates.
- (5) The OP Units are held by limited liability companies controlled by the reporting person. The reporting person disclaims beneficial ownership of the securities disposed of except to the extent of his pecuniary interest therein.
- (6) The OP Units were redeemed for cash, at the discretion of the issuer, upon the request of limited liability companies controlled by the reporting person. The OP Units do not have expiration dates.

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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