

CIM Commercial Trust Corp

Form 4

October 28, 2015

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shemesh Avraham

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)

4700 WILSHIRE BLVD

(Street)

LOS ANGELES, CA 90010

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2015

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

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

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			
Common Stock	10/26/2015		P ⁽¹⁾		383	A \$ 19.9771 <u>(2)</u>	5,710 ⁽³⁾	I	See footnote ⁽⁷⁾
Common Stock	10/27/2015		P ⁽¹⁾		383	A \$ 19.8853 <u>(5)</u>	6,093 ⁽³⁾	I	See footnote ⁽⁷⁾
Common Stock	10/28/2015		P ⁽¹⁾		383	A \$ 19.6998 <u>(8)</u>	6,476 ⁽³⁾	I	See footnote ⁽⁷⁾
Common Stock							353,944 ⁽³⁾	I	See footnote

Common Stock	95,440,000 (3)	I	(4) See footnote (6)
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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)

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 Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shemesh Avraham 4700 WILSHIRE BLVD LOS ANGELES, CA 90010	X	X		

Signatures

/s/ Eric Rubinfeld, attorney
in fact 10/28/2015

____ 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 purchases reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by The Shemesh Family Trust on September 14, 2015.

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- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.87 to \$20.00 inclusive. The reporting person undertakes to provide to CIM Commercial Trust Corporation, any security holder of CIM Commercial Trust Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (2), (5) and (8).

- (3) 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 of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (4) These shares are owned directly by CIM Service Provider, LLC. The reporting person, together with Richard Ressler and Shaul Kuba, is a control person of CIM Holdings, Inc., which is the sole managing member of CIM Group, LLC, which is the sole equity member of CIM Service Provider, LLC. The reporting person, CIM Holdings, Inc. and CIM Group, LLC are indirect beneficial owners of 353,944 shares, subject to footnote (3) herein.

- (5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.85 to \$20.00, inclusive.

- (6) These shares are owned directly by Urban Partners II, LLC. The reporting person, together with Richard Ressler and Shaul Kuba, is a control person of CIM Holdings, Inc., which is the sole managing member of CIM Group, LLC, which is the sole manager of CIM Urban Partners GP LLC, which is the sole managing member of Urban Partners II, LLC. The reporting person, CIM Holdings, Inc., CIM Group, LLC and CIM Urban Partners GP, LLC are indirect beneficial owners of 95,440,000 shares, subject to footnote (3) herein.

- (7) These shares are owned directly by The Shemesh Family Trust. The reporting person is the grantor of The Shemesh Family Trust.

- (8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$19.50 to \$19.99, inclusive.

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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