

Apollo Commercial Real Estate Finance, Inc.  
Form 8-K  
December 16, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 12, 2016**

**APOLLO COMMERCIAL REAL ESTATE FINANCE, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**

**001-34452**

**27-0467113**

**(State or other jurisdiction  
of incorporation)**

**(Commission File Number)**

**(IRS Employer**

**Identification Number)**

**c/o Apollo Global Management, LLC**

**10019**

**9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor**

**(Zip Code)**

**New York, New York**

**(Address of principal executive  
offices)**

**Registrant's telephone number, including area code: (212) 515-3200**

**n/a**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **Item 1.01. Entry into a Material Definitive Agreement**

### ***Underwriting Agreement***

On December 12, 2016, Apollo Commercial Real Estate Finance, Inc. (the **Company**) entered into an underwriting agreement (the **Underwriting Agreement**), by and among the Company, ACREFI Management, LLC, the Company's external manager (the **Manager**), and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Citigroup Global Markets Inc. and Morgan Stanley & Co. LLC (the **Underwriters**). Pursuant to the terms of the Underwriting Agreement, the Company agreed to sell, and the Underwriters agreed to purchase, subject to the terms and conditions set forth in the Underwriting Agreement, an aggregate of 10,500,000 shares of the Company's common stock, par value \$0.01 per share (the **Shares**). In addition, the Company granted to the Underwriters a 30-day option to purchase up to an additional 1,575,000 Shares.

The public offering, expected to close on December 16, 2016, will generate net proceeds of approximately \$177.9 million, after deducting estimated transaction expenses. The Underwriting Agreement contains customary representations, warranties and agreements of the Company, conditions to closing, indemnification rights and obligations of the parties and termination provisions.

The preceding description is qualified in its entirety by reference to the underwriting agreement, a copy of which is attached hereto as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

## **Item 9.01. Financial Statements and Exhibits.**

### ***(d) Exhibits.***

- 1.1 Underwriting Agreement dated December 12, 2016, by and among the Company, the Manager, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Citigroup Global Markets Inc. and Morgan Stanley & Co. LLC, as representatives of the several Underwriters listed on Schedule 1 attached thereto
- 5.1 Opinion of Clifford Chance US LLP regarding the legality of the shares of common stock
- 8.1 Opinion of Clifford Chance US LLP regarding certain tax matters
- 23.1 Consent of Clifford Chance US LLP (included in Exhibit 5.1)
- 23.2 Consent of Clifford Chance US LLP (included in Exhibit 8.1)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

December 16, 2016

**APOLLO COMMERCIAL REAL ESTATE**

**FINANCE, INC.**

/s/ Stuart A. Rothstein

Stuart A. Rothstein

President and Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated December 12, 2016, by and among the Company, the Manager, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Citigroup Global Markets Inc. and Morgan Stanley & Co. LLC, as representatives of the several Underwriters listed on Schedule 1 attached thereto
5.1	Opinion of Clifford Chance US LLP regarding the legality of the shares of common stock
8.1	Opinion of Clifford Chance US LLP regarding certain tax matters
23.1	Consent of Clifford Chance US LLP (included in Exhibit 5.1)
23.2	Consent of Clifford Chance US LLP (included in Exhibit 8.1)