

Great Ajax Corp.
Form 4
December 10, 2015

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

(Last) (First) (Middle)

9400 SW
BEAVERTON-HILLSDALE
HWY, SUITE 131

(Street)

BEAVERTON, OR 97005

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2015

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)
CHIEF EXECUTIVE OFFICER

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 | (D) | Price |
| Common Stock, par value \$0.01 per share | 12/08/2015 | | P | | 1,110 | A | \$ 12.069 |
| | | | | | 17,952 | (1) | I |
| | | | | | | | By Aspen Uranus LLC |
| Common Stock, par value \$0.01 per share | 12/09/2015 | | P | | 1,500 | A | \$ 12.076 |
| | | | | | 19,452 | (1) | I |
| | | | | | | | By Aspen Uranus LLC |
| | 12/09/2015 | | P | | 1,000 | A | 20,452 (1) |
| | | | | | | | I |

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| | | | | |
|--|-----------|--------------------------------------|---|---|
| Common Stock, par value \$0.01 per share | \$ 11.859 | | | By Aspen Uranus LLC |
| Common Stock, par value \$0.01 per share | | 2,070 | D | |
| Common Stock, par value \$0.01 per share | | 70 | I | By wife |
| Common Stock, par value \$0.01 per share | | 70 | I | By daughter |
| Common Stock, par value \$0.01 per share | | 70 | I | By daughter |
| Common Stock, par value \$0.01 per share | | 70 | I | By son |
| Common Stock, par value \$0.01 per share | | 274,667 ⁽¹⁾ | I | By Gregory Funding LLC |
| Common Stock, par value \$0.01 per share | | 443,855 ⁽¹⁾ <u>(2)</u> | I | By Aspen Yo LLC |
| Common Stock, par value \$0.01 per share | | 7,018 ⁽¹⁾ | I | By Flanders Street Capital Partners I., L.P. ⁽³⁾ |
| | | 169,088 ⁽²⁾ | I | |

Common
Stock, par
value
\$0.01 per
share

By Thetis
Asset
Management
LLC

Common
Stock, par
value
\$0.01 per
share

5,923 ⁽¹⁾ I

By
Mendelsohn
Family
Limited
Partnership
(4)

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.

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 Owned Following Reporting 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

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

CHIEF EXECUTIVE OFFICER

Signatures

/s/ Joanne Sur for Lawrence Mendelsohn,
Attorney-in-Fact

12/10/2015

__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).

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

- (1) 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.
- (2) Includes 274,667 shares held by Gregory Funding LLC and 169,088 shares held by Thetis Asset Management LLC reported herein.
- (3) Flanders Street Capital Partners I, L.P. is managed by Flanders Street Capital Management which is wholly owned by Mr. Mendelsohn. Mr. Mendelsohn and his wife are general partners or agents of certain members of Flanders Street Capital Partners I, L.P.
- (4) Mr. Mendelsohn and certain members of his family are partners of Mendelsohn Family Limited Partnership.

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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