

Great Ajax Corp.
Form 4
April 29, 2016

FORM 4

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

OMB APPROVAL

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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)
04/27/2016

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)
CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) or Price (A) | | | | |
| Common Stock, par value \$0.01 per share | 04/27/2016 | | A | | 14,916 (1) | A | \$ 15.18 473,681 (2) (3) | I | By Aspen Yo LLC |
| Common Stock, par value \$0.01 per share | 04/27/2016 | | A | | 14,916 (1) | A | \$ 15.18 198,914 (2) | I | By Thetis Asset Management LLC |
| | | | | | | | 70 | I | By wife |

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| | | | |
|--|--------------------|---|--|
| Common Stock, par value \$0.01 per share | | | |
| 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 <u>(2)</u> | I | By Gregory Funding LLC |
| Common Stock, par value \$0.01 per share | 7,018 <u>(2)</u> | I | By Flanders Street Capital Partners I., L.P. <u>(4)</u> |
| Common Stock, par value \$0.01 per share | 21,452 <u>(2)</u> | I | By Aspen Uranus LLC |
| Common Stock, par value \$0.01 per share | 2,070 | D | |
| Common Stock, par value \$0.01 per share | 5,923 <u>(2)</u> | I | By Mendelsohn Family Limited Partnership <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 70 | I | By daughter |

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

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(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 (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/ Judd Roberts for Lawrence Mendelsohn,
Attorney-in-Fact

04/29/2016

__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) Payment of management fee to Thetis Asset Management LLC for the first quarter ended March 31, 2016.
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.
- (3) Includes 274,667 shares held by Gregory Funding LLC and 198,914 shares held by Thetis Asset Management LLC reported herein.
- (4) 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.

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(5) 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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