| SEC Form 4 |  |
|------------|--|
|------------|--|

 $\square$ 

## 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL             |           |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |  |

| hours per response:      | 0.5 |
|--------------------------|-----|
| Estimated average burden |     |

| 1. Name and Address of Reporting Person <sup>*</sup> <u>Kuba Shaul</u> |                     |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>CIM Commercial Trust Corp</u> [ CMCT ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X Director X 10% Owner |                               |        |                       |  |  |
|--|---------------------|----------|--|--|-------------------------------|--------|-----------------------|--|--|
|  |                     |          |  |  |                               | Λ      |                       |  |  |
| (Last)<br>6922 HOLLYWO   | (First)<br>OOD BLVD | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/24/2014                               |  | Officer (give title<br>below) |        | Other (specify below) |  |  |
| NINTH FLOOR  |                     |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                     | 6. Individual or Joint/Group Filing (Check Applicable Line)  |                               |        |                       |  |  |
| (Street)   |                     |          |  | X  | Form filed by One F           | Report | ing Person            |  |  |
| LOS ANGELES  | CA                  | 90028    |  |  | Form filed by More<br>Person  | than C | Dne Reporting         |  |  |
| (City)   | (State)             | (Zip)    |  |  |                               |        |                       |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

|                                 |  |   | •                           |   | •      |               | -                        |   |   |   |  |
|---------------------------------|--|---|-----------------------------|---|--------|---------------|--------------------------|---|---|---|--|
| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   |        |               |                          | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                 |  |   | Code                        | v | Amount | (A) or<br>(D) |                          |   |   | (1130.4)  |  |
| Common Stock                    | 07/24/2014                                 |   | P <sup>(1)</sup>            |   | 1,580  | A             | \$21.7205 <sup>(2)</sup> | 339,764 <sup>(3)</sup>  | Ι   | See<br>footnote <sup>(4)</sup>                                    |  |
| Common Stock                    | 07/25/2014                                 |   | P <sup>(1)</sup>            |   | 2,500  | A             | \$21.788 <sup>(5)</sup>  | 342,264 <sup>(3)</sup>  | Ι   | See<br>footnote <sup>(4)</sup>                                    |  |
| Common Stock                    |  |   |                             |   |        |               |                          | 95,440,000 <sup>(3)(7)</sup>  | Ι   | See<br>footnote <sup>(6)</sup>                                    |  |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   |   |  |   |                              | - |     |     |  |                    |   |  |   |  |  |  |
|---|---|--|---|------------------------------|---|-----|-----|--|--------------------|---|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | and 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                         | v | (A) | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |

Explanation of Responses:

1. The purchases reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by CIM Service Provider, LLC on January 29, 2014.

2. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$21.62 to \$21.78, 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) and (5).

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 Avraham Shemesh, 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 342,264 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 \$21.78 to \$21.8, inclusive.

6. These shares are owned directly by Urban Partners II, LLC. The reporting person, together with Richard Ressler and Avraham Shemesh, 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. The number reported in this Column has been adjusted to reflect (a) the conversion of the Series A Convertible Preferred Shares owned by Urban Partners II, LLC on April 28, 2014 and (b) a 1-for-5 reverse stock split that became effective on April 29, 2014.

<u>/s/ Eric Rubenfeld, attorney in</u> fact

07/25/2014

Date

\*\* Signature of Reporting Person

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.