

CIM Commercial Trust Corp  
 Form 4/A  
 July 06, 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 \*  
 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)  
 06/17/2016  
 4. If Amendment, Date Original Filed(Month/Day/Year)  
 06/21/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |                                   |
| Common Stock                    | 06/17/2016                           |  | D                              | 9,911,418 (1)   | D \$ 21 85,898,139 (2)  | I  | See footnote (3) (4)              |

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)**

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

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

## Signatures

/s/ Eric Rubinfeld, attorney in fact  
 Date: 07/06/2016  
 \*\*Signature of Reporting Person

## 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) Urban Partners II, LLC sold 9,911,418 shares of common stock in a self tender offer by the issuer. The reporting person was deemed to have a pecuniary interest in 27,987 of such shares. The reporting person's disposition was approved in accordance with Rule 16b-3(e).  
 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 of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.  
 These shares are owned directly by CIM Service Provider, LLC, Urban Partners II, LLC and The Shemesh Family Trust. 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 and the sole managing member of Urban Partners II, LLC. The reporting person is the grantor of The Shemesh Family Trust. The reporting person, CIM Holdings, Inc. and CIM Group, LLC are indirect beneficial owners of 353,944 shares through the holdings of CIM Service Provider, LLC and indirect beneficial owners of 85,528,582 shares through the holdings of Urban Partners II, LLC. The reporting person is the indirect beneficial owner of 15,613 shares through the holdings of The Shemesh Family Trust.
- (4) This amendment to the original Form 4 filed on June 21, 2016 is solely to amend footnote 1 above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.