

Apollo Commercial Real Estate Finance, Inc.  
Form 8-K  
October 09, 2012

**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): October 2, 2012

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

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**001-34452**  
(Commission

File Number)

**27-0467113**  
(IRS Employer

Identification Number)

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

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

**New York, New York**  
(Address of principal executive offices)

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

**10019**  
(Zip Code)

**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 October 2, 2012, 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 J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc. (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 7,000,000 shares of the Company's common stock, par value \$0.01 per share (the **Shares**), at a purchase price of \$16.81 per share. In addition, the Company granted to the Underwriters a 30-day option to purchase up to an additional 1,050,000 Shares.

The public offering, expected to close on October 9, 2012, will generate net proceeds of approximately \$117.4 million, after deducting the underwriting discount and 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 October 2, 2012, by and among the Company, the Manager, and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., 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)   |

\* Filed herewith.

**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.

October 5, 2012

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

/s/ Stuart A. Rothstein

Stuart A. Rothstein

President, Chief Executive Officer, Chief Financial Officer,  
Treasurer and Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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