

Rosen Robert L
Form 4
December 19, 2012

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rosen Robert L

2. Issuer Name **and** Ticker or Trading
Symbol
Ares Commercial Real Estate Corp
[ACRE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2000 AVENUE OF THE STARS,
12TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
LOS ANGELES, CA 90067

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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			

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
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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
7.000% Convertible Senior Notes due 2015 ⁽¹⁾	<u>(2)</u>	12/18/2012	P		\$ 350,000		<u>(3)(4)</u>	<u>(3)(4)</u>	Common Stock	<u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosen Robert L 2000 AVENUE OF THE STARS, 12TH FLOOR LOS ANGELES, CA 90067	X			

Signatures

/s/ Monica J. Shilling, by power of attorney

****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) This aggregate principal amount of 7.000% Convertible Senior Notes due 2015 (the "Notes") was acquired by the Reporting Person on December 19, 2012, pursuant to a Subscription Agreement with Ares Commercial Real Estate Corporation ("ACRE"), dated December 14, 2012 and accepted by ACRE on December 18, 2012.

(2) The Notes are convertible into ACRE's shares of common stock, par value \$0.01 per share (the "Common Stock"), at an initial conversion rate of 53.6107 per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$18.65 per share of Common Stock). The conversion rate is subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. In addition, following certain corporate events, ACRE may be required to increase the conversion rate for a holder who elects to convert its Notes in connection with such a corporate event, up to a maximum of 61.6523.

(3) Prior to the close of business on the business day immediately preceding June 15, 2015, the Notes may be converted at the holder's option only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending on December 31, 2012 (and only during such calendar quarter), if the last reported sale price of the Common Stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 115% of the conversion price on each applicable trading day;

(4) (2) during the five business day period after any five consecutive trading day period (or the "measurement period") in which the trading price per \$1,000 principal amount of Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Common Stock and the conversion rate on each such trading day; (3) if the Notes are called for redemption; or (4) upon the occurrence of specified corporate events. On or after June 15, 2015, until the close of business on the scheduled trading day immediately preceding December 15, 2015, holders may convert their Notes at any time, regardless of the foregoing circumstances.

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The Notes are convertible into cash, Common Stock, or a combination of cash and Common Stock at ACRE's election; provided that

(5) ACRE has agreed that it will not elect to use a settlement method that results in it issuing more than 1,853,423 shares of Common Stock prior to obtaining stockholder approval in accordance with certain New York Stock Exchange requirements.

(6) These Notes are held by the Reporting Person in a joint account.

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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