

Ares Commercial Real Estate Corp  
Form 8-K  
June 26, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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) **June 20, 2013**

**Ares Commercial Real Estate Corporation**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**001-35517**  
(Commission  
File Number)

**45-3148087**  
(IRS Employer  
Identification No.)

**One North Wacker Drive, 48th Floor, Chicago, IL**  
(Address of Principal Executive Offices)

**60606**  
(Zip Code)

Registrant's telephone number, including area code **(312) 252-7500**

N/A

## Edgar Filing: Ares Commercial Real Estate Corp - Form 8-K

(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))
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**Item 8.01 Other Events.**

On June 20, 2013, Ares Commercial Real Estate Corporation (the "Company") and its external manager, Ares Commercial Real Estate Management LLC (the "Manager"), entered into an Underwriting Agreement (the "Underwriting Agreement") with Credit Suisse Securities (USA) LLC, Citigroup Global Markets Inc. and Wells Fargo Securities, LLC, as representatives (the "Representatives") of the several underwriters party thereto (the "Underwriters"), relating to the issuance and sale of 18,000,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"). Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 2,700,000 shares of Common Stock. The offering, which closed on June 26, 2013, generated net proceeds of approximately \$235 million, after deducting the underwriting discount and estimated transaction expenses.

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 and incorporated herein by reference.

The information disclosed under this Item 8.01 is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing. The furnishing of this information pursuant to Item 8.01 shall not be deemed an admission by the Company as to the materiality of such information.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

| <b>Exhibit Number</b> | <b>Exhibit Description</b>                                                                          |
|-----------------------|-----------------------------------------------------------------------------------------------------|
| 1.1                   | Underwriting Agreement, dated June 20, 2013, among the Company, the Manager and the Representatives |

**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.

Date: June 26, 2013

ARES COMMERCIAL REAL ESTATE CORPORATION

|        |                         |
|--------|-------------------------|
| By:    | /s/ Tae-Sik Yoon        |
| Name:  | Tae-Sik Yoon            |
| Title: | Chief Financial Officer |

Exhibit Index

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