

GLEACHER & COMPANY, INC.
Form 4
June 09, 2014

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 *
MatlinPatterson FA Acquisition LLC

2. Issuer Name and Ticker or Trading Symbol
GLEACHER & COMPANY, INC.
[GLCH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2014

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

C/O MATLINPATTERSON
GLOBAL ADVISERS LLC, 520
MADISON AVENUE, 35TH
FLOOR

(Street)

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

NEW YORK, NY 10022

(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	(A) or (D)	Price
Common Stock	06/05/2014		S ⁽¹⁾		1,304,393	D	\$ 10.5
Common Stock	06/05/2014		S ⁽⁴⁾		309,374	D	\$ 10.5
Common Stock	06/05/2014		S ⁽⁵⁾		164,646	D	\$ 10.5
							0

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

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(9-02)

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

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MatlinPatterson FA Acquisition LLC C/O MATLINPATTERSON GLOBAL ADVISERS LLC 520 MADISON AVENUE, 35TH FLOOR NEW YORK, NY 10022		X		
MP Preferred Partners GP LLC C/O MATLINPATTERSON GLOBAL ADVISERS LLC 520 MADISON AVENUE, 35TH FLOOR NEW YORK, NY 10022		X		
MATLINPATTERSON LLC C/O MATLINPATTERSON GLOBAL ADVISERS LLC 520 MADISON AVENUE, 35TH FLOOR NEW YORK, NY 10022		X		
MatlinPatterson PE Holdings LLC C/O MATLINPATTERSON GLOBAL ADVISERS LLC 520 MADISON AVENUE, 35TH FLOOR NEW YORK, NY 10022		X		
MP II PREFERRED PARTNERS LP C/O MATLINPATTERSON GLOBAL ADVISERS LLC 520 MADISON AVENUE, 35TH FLOOR		X		

NEW YORK, NY 10022

MATLIN DAVID J
C/O MATLinpATTERSON GLOBAL ADVISERS LLC X
520 MADISON AVENUE, 35TH FLOOR
NEW YORK, NY 10022

PATTERSON MARK R
C/O MATLinpATTERSON GLOBAL ADVISERS LLC X
520 MADISON AVENUE, 35TH FLOOR
NEW YORK, NY 10022

Signatures

MATLinpATTERSON FA ACQUISITION LLC, /s/ Robert H. Weiss, Name: Robert H. Weiss, Title: Vice President 06/09/2014

__Signature of Reporting Person Date

MP PREFERRED PARTNERS GP LLC, /s/ Robert H. Weiss, Name: Robert H. Weiss, Title: General Counsel 06/09/2014

__Signature of Reporting Person Date

MATLinpATTERSON LLC, /s/ Mark R. Patterson, Name: Mark R. Patterson, Title: Member 06/09/2014

__Signature of Reporting Person Date

MATLinpATTERSON PE HOLDINGS LLC, /s/ Robert H. Weiss, Name: Robert H. Weiss, Title: General Counsel 06/09/2014

__Signature of Reporting Person Date

MP II PREFERRED PARTNERS L.P., By: MP Preferred Partners GP LLC, its general partner, /s/ Robert H. Weiss, Name: Robert H. Weiss, Title: General Counsel 06/09/2014

__Signature of Reporting Person Date

DAVID J. MATLIN, /s/ David J. Matlin, Name: David J. Matlin 06/09/2014

__Signature of Reporting Person Date

MARK R. PATTERSON, /s/ Mark R. Patterson, Name: Mark R. Patterson 06/09/2014

__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) On June 5, 2014, MatlinPatterson FA Acquisition LLC ("MP FAA") entered into a Stock Purchase Agreement with LLSM L.P. pursuant to which MP FAA agreed to sell an aggregate of 1,304,393 shares of common stock of Gleacher & Company, Inc. (the "Issuer") at a price of \$10.50 per share.

(2) MP II Preferred Partners L.P. ("MP II Preferred Partners") holds one hundred percent (100%) of the membership interests in MP FAA. MatlinPatterson PE Holdings LLC ("MP PE Holdings") is the sole owner of MP Preferred Partners GP LLC, the general partner of MP II Preferred Partners. MatlinPatterson LLC holds one hundred percent (100%) of the equity of MP PE Holdings. Other than MP FAA, each of the foregoing reporting persons disclaims beneficial ownership of the shares reported in this Form 4, except to the extent such reporting person holds an indirect 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. David J. Matlin & Mark R. Patterson are each a holder of 50 percent (50%) of the membership interests in MatlinPatterson LLC. David J. Matlin &

(3) (Continued from footnote 2) Mark R. Patterson may be deemed to have shared voting and investment control over the shares of the Issuer held by MP FAA. Each of David J. Matlin & Mark R. Patterson also has an indirect pecuniary interest in such shares through each of

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such person's indirect interest in one or more limited partners which hold an investment interest and carried interest in MP II Preferred Partners. Each of David J. Matlin's and Mark R. Patterson's exact pecuniary interest therein is not readily determinable because it is subject to several variables, including without limitation, the internal rates of return of MP II Preferred Partners overall and with respect to their indirect investment in the Issuer. Each of David J. Matlin & Mark R. Patterson disclaims beneficial ownership of any of the securities reported in this Form 4 except to the extent of his pecuniary interest therein.

- (4) On June 5, 2014, MP FAA entered into a Stock Purchase Agreement with HHLF L.P. pursuant to which MP FAA agreed to sell an aggregate of 309,374 shares of the Issuer's common stock at a price of \$10.50 per share.
- (5) On June 5, 2014, MP FAA entered into a Stock Purchase Agreement with Permal Stone Lion Fund Ltd. pursuant to which MP FAA agreed to sell an aggregate of 164,646 shares of the Issuer's common stock at a price of \$10.50 per share.

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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