

JPMorgan Chase Funding Inc.

Form 4

February 13, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
JPMORGAN CHASE & CO

(Last) (First) (Middle)

270 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IMH Financial Corp [NONE]

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

02/09/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Director by Deputization

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 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
required to respond unless the form
displays a currently valid OMB control
number.**

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 Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|

Edgar Filing: JPMorgan Chase Funding Inc. - Form 4

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code V | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|---|------------------------------------|------------------|--------------------------|---|---------------------|--------------------|-----------------|----------------------------|
| Series B-2 Cumulative Convertible Preferred Stock | (1) (2) | 02/09/2018 | P | 2,352,941 | (1) | (1)(2) | Common Stock | (1) (2) |
| Warrants | \$ 2.25 | 02/09/2018 | P | 600,000 | (4) | (4) | Common Stock | 600,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| JPMORGAN CHASE & CO 270 PARK AVENUE NEW YORK, NY 10017 | | X | | Director by Deputization |
| JPMorgan Chase Funding Inc. 270 PARK AVENUE NEW YORK, NY 10017 | | X | | |

Signatures

JPMorgan Chase & Co., by /s/ Michael T. Lees, Executive Director 02/13/2018

**Signature of Reporting Person Date

JPMorgan Chase Funding Inc., by /s/ Chadwick S. Parson, Managing Director

02/13/2018

**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) The Series B-3 Cumulative Convertible Preferred Stock ("Series B-3 Preferred Stock") is convertible at any time into the Issuer's common stock, par value \$0.01 per share ("Common Stock"). Each share of Series B-3 Preferred Stock is convertible, at the election of the holder, into a number of shares of Common Stock determined by dividing (i) the sum of (a) \$3.40 and (b) all accrued and unpaid dividends on such Series B-3 Preferred Stock by (ii) the then effective conversion price. Initially, each share of Series B-3 Preferred Stock is convertible into one share of Common Stock. The conversion price, and number of shares issuable upon conversion of Series B-3 Preferred Stock, are subject to adjustment as provided in the Second Amended and Restated Certificate of Designation of Series B-1 Cumulative Convertible Preferred Stock, Series B-2 Cumulative Convertible Preferred Stock and Series B-3 Cumulative Convertible Preferred Stock of the Issuer ("Restated Certificate of Designation").
- (2) Series B-3 Preferred Stock will automatically be converted into shares of Common Stock at the then effective conversion price upon the closing of a sale of shares of Common Stock at a price equal to or greater than two and a quarter times (2.25x) \$3.2171 (subject to adjustment in accordance with the Restated Certificate of Designation), in a firm commitment underwritten public offering and listing of the Common Stock on a national securities exchange, pursuant to an effective registration statement under the Securities Act of 1933, and

Edgar Filing: JPMorgan Chase Funding Inc. - Form 4

amended, resulting in at least \$75,000,000 of gross proceeds to the Issuer.

The securities reported herein are directly owned by JPMorgan Chase Funding Inc., a wholly owned subsidiary of JPMorgan Chase & Co. JPMorgan Chase & Co. disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, if any.

- (4) These warrants shall be exercisable from and after February 9, 2021 through February 8, 2023.

Remarks:

On April 24, 2017, JPMorgan Chase Funding Inc. appointed Chadwick S. Parson as a member of the board of directors of the

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.