

Deerfield Capital Corp.  
Form 4  
December 26, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
TRIARC COMPANIES INC

2. Issuer Name and Ticker or Trading Symbol  
Deerfield Capital Corp. [DFR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

1155 PERIMETER CENTER WEST

12/21/2007

See footnote 1.

(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

ATLANTA, GA 30338

(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 Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Preferred Stock	12/21/2007		A <sup>(2)</sup>		9,629,368	A	<u>(2)</u> 9,629,368	I	By Subsidiaries. See footnotes (1) (2)
Common Stock	12/21/2007		J <sup>(3)</sup>		123,987	D	<u>(3)</u> 205,642	I	By Subsidiaries. See footnotes (1) (3)

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

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SEC 1474 (9-02)

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**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 Owned Following Transaction (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
TRIARC COMPANIES INC 1155 PERIMETER CENTER WEST ATLANTA, GA 30338	X			See footnote 1.

## Signatures

/s/ Stuart I. Rosen, Sr. Vice President  
Date: 12/26/2007

\_\_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) Mr. Peter W. May, the Vice Chairman of the board of directors, a director and a significant stockholder of Triarc Companies, Inc. ("Triarc"), is a member of the board of directors of the Issuer. Triarc may be deemed to be a director of the Issuer by deputization.

(2) On December 21, 2007, 9,629,368 shares of the Issuer's Series A Cumulative Convertible Preferred Stock were issued to Triarc Deerfield Holdings, LLC ("TD Holdings"), a subsidiary of Triarc, as merger consideration payable by the Issuer to TD Holdings in respect of TD Holdings' interests in Deerfield & Company LLC, pursuant to the Agreement and Plan of Merger dated as of December 17, 2007, among the Issuer, DFR Merger Company, LLC, Deerfield & Company, LLC and Triarc.

(3) On December 21, 2007, Deerfield & Company LLC made a pro rata distribution for no consideration to its members (including TD Holdings) of the 329,629 shares of the Issuer's common stock it had previously held. The 205,642 shares represent the amount of shares distributed to TD Holdings in respect of its interests in Deerfield & Company LLC.

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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