

Deerfield Capital Corp.
Form 4
April 01, 2008

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 *
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)

See footnotes (1), (2) and (3)

1155 PERIMETER CENTER WEST

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

(Street)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price (1) (2) (3)
Common Stock	03/29/2008		J(1)(2)(3)		9,835,010	D	0

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)

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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)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
TRIARC COMPANIES INC 1155 PERIMETER CENTER WEST ATLANTA, GA 30338		X			See footnotes (1), (2) and (3)

Signatures

/s/ Nils H. Okeson, Sr. Vice President and General Counsel

04/01/2008

__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 December 21, 2007, 9,629,368 shares of the Issuer's Series A Cumulative Convertible Preferred Stock (the "DFR Preferred Stock") were issued to Triarc Deerfield Holdings, LLC ("TD Holdings"), a subsidiary of Triarc Companies, Inc. ("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.
- (2) On March 11, 2008, the shareholders of the Issuer voted to convert the DFR Preferred Stock into shares of the Issuer's common stock (the "DFR Common Stock"), on a one-for-one basis, and as a result, all shares of DFR Preferred Stock were automatically converted into shares of DFR Common Stock, which, when combined with Triarc's previous holdings, resulted in Triarc's ownership of 9,835,010 shares of DFR Common Stock.
- (3) On March 19, 2008, Triarc declared a special stock dividend (the "Stock Dividend") on the existing Class A Common Stock, par value \$0.10 per share (the "Triarc Class A Common Stock"), and Class B Common Stock, par value \$0.10 per share (the "Triarc Class B Common Stock"), consisting of 0.106028 shares of DFR Common Stock for each share of Triarc Class A Common Stock outstanding and each share of Triarc Class B Common Stock outstanding as of the close of business on March 29, 2008 (the "Record Date"). The Stock Dividend is payable on April 4, 2008 to holders of record of the Class A Common Stock and Class B Common Stock at the close of business on the Record Date.

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.