

Terrapin 3 Acquisition Corp
 Form 3
 August 22, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * DEUTSCHE BANK AG (Last) (First) (Middle) TAUNUSANLAGE 12 D-60325 (Street) FRANKFURT AM MAIN, 2M 00000 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/09/2016 | 3. Issuer Name and Ticker or Trading Symbol Terrapin 3 Acquisition Corp [TRTL] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 1,373,971 | I | See footnote ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | | | | |
|----------------------|-------|-------|--------------|---------|--------|------------|------------------|
| | | | | Shares | | (I) | |
| | | | | | | (Instr. 5) | |
| Class A Common Stock | Â (2) | Â (3) | Class A | 928,350 | \$ (4) | I | See footnote (1) |
| Purchase Warrant | | | Common Stock | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DEUTSCHE BANK AG\ TAUNUSANLAGE 12 D-60325 FRANKFURT AM MAIN,Â 2MÂ 00000 | Â | Â X | Â | Â |

Signatures

Daniela Pondeva 08/22/2016

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The Reporting Person did not acquire additional shares of Common Stock since the filing of its Schedule 13G on February 16, 2016. The Reporting Person is filing this Form 3 solely due to the decrease in the number of shares of Common Stock outstanding after stockholders
- (1) holding 11,336,888 shares of the Common Stock elected to have their shares redeemed. The ownership by the Reporting Person reflected in this Form 3 has been determined based on the 9,938,112 shares of Common Stock outstanding reflected in the Issuer's Form 10-Q filed on August 9, 2016.
 - (2) The Warrants are not currently exercisable. Each Warrant will become exercisable on the later of 30 days after the completion of the Issuer's "Business Combination" or 12 months from the closing of the "Public Offering", in each case as defined in the Issuer's Form 10-Q filed on August 9, 2016.
 - (3) The Warrants will expire five years after the completion of the Issuer's "Business Combination", as defined in the Issuer's Form 10-Q filed on August 9, 2016, or earlier upon redemption or liquidation.
 - (4) Each Warrant entitles the holder to purchase one-half of one share of Common Stock at an exercise price of \$5.75 per half share.

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.