

Colony Capital, Inc.  
Form FWP  
April 09, 2015  
**PRICING TERM SHEET**

*Issuer Free Writing Prospectus*

**Dated April 8, 2015**

*Filed Pursuant to Rule 433*

*Registration Statement No. 333-203202*

*Supplementing the Preliminary*

*Prospectus Supplement*

*dated April 7, 2015 and the*

*Prospectus dated April 2, 2015*

**Colony Capital, Inc.**

**7.125% Series C Cumulative Redeemable Preferred Stock**

**(Liquidation Preference \$25.00 per Share)**

**April 8, 2015**

*This pricing term sheet supplements Colony Capital, Inc.'s (formerly Colony Financial, Inc.) preliminary prospectus supplement, dated April 7, 2015 (the Preliminary Prospectus Supplement), including the documents incorporated by reference therein, relating to the offering of its 7.125% Series C Cumulative Redeemable Preferred Stock (the Preferred Stock), and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement. In all other respects, this pricing term sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement. Terms used herein but not defined herein shall have the respective meanings as set forth in the Preliminary Prospectus Supplement. All references to dollar amounts are references to U.S. dollars. Unless the context otherwise requires, references to Colony or the Issuer, we, us and our in this pricing term sheet mean Colony Capital, Inc. and not its subsidiaries.*

<b>Issuer:</b>	Colony Capital, Inc.
<b>Security:</b>	7.125% Series C Cumulative Redeemable Preferred Stock ( <u>Series C Preferred Stock</u> )
<b>Number of Shares:</b>	10,000,000 shares (11,500,000 shares if the underwriters' over-allotment option is exercised in full)
<b>Public Offering Price:</b>	\$25.00 per share; \$250,000,000 total (not including the underwriters' option to purchase additional shares)
<b>Underwriting Discounts and</b>	
<b>Commissions:</b>	\$0.7875 per share; \$7,875,000 total (not including the underwriters' option to purchase additional shares)

**No Maturity:**

Perpetual (unless repurchased or redeemed by the Issuer on or after April 13, 2020 or pursuant to its special optional redemption right, or converted by a holder in connection with a Change of Control (defined below))

- 1 -

<b>Pricing Date:</b>	April 8, 2015
<b>Settlement Date:</b>	April 13, 2015 (T+3)
<b>Liquidation Preference:</b>	\$25.00 per share, plus accrued and unpaid dividends
<b>Dividend Rate:</b>	Holders of Series C Preferred Stock will be entitled to receive cumulative cash dividends on the Series C Preferred Stock at the rate of 7.125% per annum of the \$25.00 per share liquidation preference, which is equivalent to \$1.78125 per annum per share.
<b>Dividend Payment Dates:</b>	Dividends on the Series C Preferred Stock will be payable quarterly in arrears on or about the 15th day of each January, April, July and October. The first dividend on the Series C Preferred Stock sold in this offering will be paid on July 15, 2015 and will be in the amount of \$0.4552 per share.
<b>Optional Redemption:</b>	Except in instances relating to preservation of our qualification as a REIT or pursuant to our special optional redemption right discussed below, our Series C Preferred Stock is not redeemable prior to April 13, 2020. On and after April 13, 2020, we may, at our option, redeem our Series C Preferred Stock, in whole, at any time, or in part, from time to time, for cash at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends (whether or not declared) to, but not including, the date of redemption.
<b>Special Optional Redemption:</b>	Upon the occurrence of a Change of Control (as defined below), we will have the option to redeem our Series C Preferred Stock, in whole, at any time, or in part, from time to time, within 120 days after the first date on which such Change of Control has occurred for cash at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends (whether or not declared) to, but not including, the redemption date. To the extent that we exercise our special optional redemption right relating to the Series C Preferred Stock, the holders of Series C Preferred Stock will not be permitted to exercise the conversion right described below in respect of their shares called for redemption.
<b>Change of Control:</b>	<p>A Change of Control is when, after the original issuance of the Series C Preferred Shares, the following have occurred and are continuing:</p> <p>the acquisition by any person, including any syndicate or group deemed to be a person under Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of shares of our capital stock entitling that person to exercise more than 50% of the total voting power of all shares of our capital stock entitled to vote generally in elections of directors (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and</p>



following the closing of any transaction referred to in the bullet point above, neither we nor the acquiring or surviving entity has a class of common securities (or ADRs representing such common securities) listed on the NYSE, the NYSE Amex or NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or NASDAQ.

**Conversion Rights:**

Upon the occurrence of a Change of Control (as defined above), you will have the right (unless we have elected to exercise our special optional redemption right to redeem your Series C Preferred Stock) to convert some or all of your Series C Preferred Stock into a number of shares of our common stock, par value \$0.01 per share, equal to the lesser of (A) the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accrued and unpaid dividends (whether or not declared) to, but not including, the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series C Preferred Stock dividend payment and prior to the corresponding Series C Preferred Stock dividend payment date, in which case no additional amount for such accrued and unpaid dividend will be included in this sum) by (ii) the Common Stock Price; and (B) 1.9231 (i.e., the Share Cap), subject, in each case, to certain adjustments and provisions for the receipt of alternative consideration of equivalent value as described in the prospectus supplement.

If we have provided a redemption notice with respect to some or all of the Series C Preferred Stock, holders of any Series C Preferred Stock that we have called for redemption will not be permitted to exercise their Change of Control Conversion Right in respect of any of their shares of Series C Preferred Stock that have been called for redemption, and any Series C Preferred Stock subsequently called for redemption that has been tendered for conversion will be redeemed on the applicable date of redemption instead of converted on the Change of Control Conversion Date.

**Listing:** The Issuer intends to file a supplemental listing application with the NYSE.

**NYSE Ticker Symbol:** CLNYPrC

**CUSIP/ISIN:** 19624R 403 / US19624R4039

**Joint Book-Running Managers:** Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, RBC Capital Markets, LLC and UBS Securities LLC

**Co-Manager:** Keefe, Bruyette & Woods, Inc.

**Pro forma Ratio of Earnings to Fixed Charges and Preferred Stock Dividends**

	<b>Year Ended December 31, 2014</b>
Pro forma ratio of earnings to combined fixed charges and preferred stock dividends <sup>(1)</sup>	2.0x

- (1) In calculating this pro forma ratio of earnings to combined fixed charges and preferred stock dividends, we have assumed that the shares of Series C Preferred Stock offered by this prospectus supplement were issued on January 1, 2014. For purposes of this pro forma calculation, we have assumed the repayment of outstanding borrowings under our secured revolving credit facility with the net proceeds from this offering (or a portion of such borrowings, to the extent such borrowings exceeded the net proceeds from this offering). Therefore, the pro forma ratio reflects the effects of additional preferred stock dividends and lower interest expense resulting from the assumed repayment of borrowings under our revolving credit facility. The pro forma ratio does not reflect the Combination. As of the date of the preliminary prospectus supplement, we had approximately \$540.4 million in outstanding borrowings under our secured revolving credit facility.

**This communication is intended for the sole use of the person to whom it is provided by the sender.**

The Issuer has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement, and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus, or preliminary prospectus supplement if you request it by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated, 222 Broadway, New York, NY 10038, Attention: Prospectus Department, telephone: 1-800-394-1322 or by e-mail at [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com); Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: (888) 603-5847 or by email at [Barclaysprospectus@broadridge.com](mailto:Barclaysprospectus@broadridge.com); J.P. Morgan Securities LLC c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 or by calling 866-803-9204; Morgan Stanley & Co. LLC at 180 Varick Street, 2nd Floor, New York, NY 10014, Attn: Prospectus Department or by calling 866-718-1649; RBC Capital Markets, LLC at Three World Financial Center, 200 Vesey Street, 8th Floor, New York, NY 10281, Attention: Investment Grade Syndicate Desk, telephone: 866-375-6829, or by email at [rbcnyfixedincomeprospectus@rbccm.com](mailto:rbcnyfixedincomeprospectus@rbccm.com) or UBS Securities LLC, 299 Park Avenue, New York, NY 10171, Attention: Prospectus Specialist, telephone: 888-827-7275.

