Apollo Commercial Real Estate Finance, Inc. Form SC 13D/A June 19, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 4)

APOLLO COMMERCIAL REAL ESTATE FINANCE, INC.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

03762U105

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue

Los Angeles, CA 90071

(213) 612-2500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 14, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1	Name of Reporting Person I.R.S. Identification of Above Person Athene Annuity & Life Assurance Company			
	Athene Annuity & L	THE Assurance Company		
2 Check the Approp		riate Box if a Member of a Group		
	(a)	0		
	(b)	X		
3	SEC Use Only	SEC Use Only		
4 Source of Funds				
	OO			
5				
3	Check Box if Disclo	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6 Citizenship or Place of Organization		of Organization		
	Delaware	Ç		
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		3,000,000 shares of common stock		
Owned by	0	Cala Diamaniaina Dannan		
Each Reporting	9	Sole Dispositive Power		
Person With				
	10	Shared Dispositive Power		
		3,000,000 shares of common stock		
11	Δ ggregate Δ mount F	Beneficially Owned by Each Reporting Person		
11	3,000,000 shares of 6			
	2,000,000			
12	Check Box if the Ag	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Represented by Amount in Row (11)			
	14.6%	``````````````````````````````````````		
14	Type of Danartina D.	Type of Reporting Person		
14	I ype of Reporting Po	reporting Person		
CUSIP No. 0)376U105	13D		

1	Name of Reporting Pers	Name of Reporting Person				
	I.R.S. Identification of A	Above Person				
	Athene Asset Managem	ent LLC				
2	Check the Appropriate I	Check the Appropriate Box if a Member of a Group				
	(a)	0				
	(b)	X				
3	SEC Use Only					
4	Source of Funds					
	00					
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o					
6 Citizenship or Place of Organization		Organization				
	Delaware					
	7	Sole Voting Power				
Number of						
Shares	8	Shared Voting Power				
Beneficially Owned by		3,000,000 shares of common stock				
Each	9	Sole Dispositive Power				
Reporting						
Person With	10	Shared Dispositive Power				
		3,000,000 shares of common stock				
11	Aggregate Amount Ben	eficially Owned by Each Reporting Person				
	3,000,000 shares of com					
12	Check Box if the Aggre	Check Pay if the Aggregate Amount in Pay (11) Evaluate Cartain Shares* v				
	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x					
13		ented by Amount in Row (11)				
	14.6%					
14	Type of Reporting Person	on				
	OO					
CUSIP No. 0376	5U105	13D				

1	Name of Reporting Person				
	I.R.S. Identification of Above Person				
	Apollo Life Asset Ltd.				
2	Check the Appropriate	Box if a Member of a Group			
	(a)	0			
	(b)	X			
3	SEC Use Only				
4	Source of Funds				
	00				
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6	6 Citizenship or Place of Organization				
	Cayman Islands				
	7	Sole Voting Power			
Number of					
Shares	8	Shared Voting Power			
Beneficially Owned by		3,000,000 shares of common stock			
Each	9	Sole Dispositive Power			
Reporting Person With					
reison with	10	Shared Dispositive Power			
		3,000,000 shares of common stock			
11	11 Aggregate Amount Beneficially Owned by Each Reporting Person				
	3,000,000 shares of common stock				
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x				
13	Percent of Class Represented by Amount in Row (11)				
	14.6%	-			
14	Type of Reporting Person	on			
	CO				
CUSIP No. 0376U	U105	13D			

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Capital Management, L.P.		
2	Check the Appropriate (a) (b)	Box if a Member of a Group o x	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization Delaware		
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 3,000,000 shares of common stock	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 3,000,000 shares of common stock	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,000,000 shares of common stock		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Represented by Amount in Row (11) 14.6%		
14	Type of Reporting Person PN		
CUSIP No. 0376U	J105	13D	

 Name of Reporting Person I.R.S. Identification of Above Person Apollo Capital Management GP, LLC 		erson				
		I.R.S. Identification of Above Person				
2		Check the Appropriate	e Box if a Member of a Group			
		(a)	0			
		(b)	X			
3		SEC Use Only				
4		Source of Funds OO				
5		Check Box if Disclose	ure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	0		
6 Citizenship or Place of Organization		of Organization				
Ü		Delaware	. O.g.iii.			
		7	Sole Voting Power			
Number of						
Shares		8	Shared Voting Power			
Beneficially			3,000,000 shares of common stock			
Owned by Each		9	Sole Dispositive Power			
Reporting		9	Sole Dispositive Fower			
Person With	1					
		10	Shared Dispositive Power			
			3,000,000 shares of common stock			
11	1	Aggregate Amount Bo	eneficially Owned by Each Reporting Person			
		3,000,000 shares of co	ommon stock			
12	2	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x				
13	3	Percent of Class Represented by Amount in Row (11)				
		14.6%	. , ,			
14	1	Type of Reporting Per	rson			
		00				
CUSIP No.	0376111	105	13D			
COSH IN.	05/001	. 0.5	130			

1	1 Name of Reporting Person					
		I.R.S. Identification of Above Person				
		Apollo Management Holdings, L.P.				
2 Check the Appropria			appropriate Bo	x if a Member of a Group		
		(a)		0		
		(b)		x		
3		SEC Use Or	nly			
4		Source of Fu OO	unds			
5		Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6 Citizenship or Place of Organization						
		Delaware	•			
		,	7	Sole Voting Power		
			,	Sole Voting Lower		
Number of			0	Chand Wating Danier		
Shares			8	Shared Voting Power		
Beneficially Owned by				3,101,366 shares of common stock		
Each			9	Sole Dispositive Power		
Reporting						
Person With	1		10	Shared Dispositive Power		
				3,101,366 shares of common stock		
			Aggregate Amount Beneficially Owned by Each Reporting Person 8,101,366 shares of common stock			
		3,101,366 SI	nares of comm	on stock		
12	2	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o				
13	3	Percent of Class Represented by Amount in Row (11)				
		15.1%				
14	1	Type of Reporting Person				
PN						
CUSIP No.	037611	105			13D	
COSII NO. 03700103						

1	Name of Reporting Person			
	I.R.S. Identification of Above Person			
	Apollo Management Holdings GP, LLC			
2				
	(a)	0		
	(b)	X		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6	Citizenship or Place of Organization Delaware			
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		3,101,366 shares of common stock		
Owned by Each	9	Sole Dispositive Power		
Reporting		Sole Dispositive Fower		
Person With	10	Shared Dispositive Power		
		3,101,366 shares of common stock		
11	Aggregate Amount Beneficially Owned by Each Reporting Person			
	3,101,366 shares of common stock			
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o			
13	Percent of Class Represented b			