FORM 4

Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mazzei Michael</u>					2. Issuer Name and Ticker or Trading Symbol BrightSpire Capital, Inc. [ BRSP ]									ck all app	licable)	ing Person(s) to Is		
(Last) (First) (Middle) 590 MADISON AVENUE, 33RD FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 03/06/2023							7				Other (below)	specify			
				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	) 【 Form Form	idual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person					
	Table	I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	3ene	ficial	ly Own	ed			
Date			Date	Execution D ay/Year) if any		Date,	3. Transaction Code (Instr. 3)						Securit Benefic Owned	ies cially Following	Form (D) or	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
						Code	v	Amount	(A) or (D)		Price	Transa	ction(s)			(Instr. 4)		
Class A Common Stock			03/06/	2023				A <sup>(1)</sup>		282,609		A	\$ <mark>0</mark>	1,233,051			D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Executi if any	ion Date,	Code ( 8)	ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date		Amoul or Number of		str.	erivative ecurity	derivative Securities Beneficiall Owned Following Reported	y G	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Find Michael (F	(First) (Pirst) (Pirst	(First) (Middle) DISON AVENUE, 33RD FLOOR  ORK NY 10022  (State) (Zip)  Table I - No  Security (Instr. 3)  Common Stock  Table II -  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month.)	(First) (Middle)  DISON AVENUE, 33RD FLOOR  ORK NY 10022  (State) (Zip)  Table I - Non-Derivation (Month/Date)  Common Stock 03/06/2  Table II - Derivation (e.g., pt. (Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (State) (All Day/Year)  3. Transaction (All Day/Year)  Security (Middle)  Table II - Non-Derivation (Month/Day/Year)	(First) (Middle)  DISON AVENUE, 33RD FLOOR  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (Month/Day/Year)  3. Date (Month/Day/Year)  2. Transaction Date (E.g., puts, Cate)  A Transaction Date (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  A Transaction Date (Month/Day/Year)  A Transaction Date (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)  A Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) DISON AVENUE, 33RD FLOOR  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)	(First) (Middle) DISON AVENUE, 33RD FLOOR  Table I - Non-Derivative Securities  (Month/Day/Year)  Table II - Derivative Securities  (e.g., puts, calls, warra  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warra  2. Transaction Date (Month/Day/Year)  A. Deemed Execution of Exercise Price of Derivative Security (Month/Day/Year)  A. Deemed Execution Date (Instr. 8)  A. Deemed Execution Date (Instr. 8)  Transaction Code (Instr. 8)  Disport (Instr. 8)	BrightSpire Capi	BrightSpire Capital, In	BrightSpire Capital, Inc.	BrightSpire Capital, Inc.   BRSP	BrightSpire Capital, Inc. [BRSP]	BrightSpire Capital, Inc. [BRSP]	BrightSpire Capital, Inc. [BRSP]   Check	BrightSpire Capital, Inc. [BRSP]   Check all app X Direct North (Check all app X Direct Discontinuous Price of Original Filed (Month/Day/Year)   Security (Instr. 3)   2. Transaction Date (Month/Day/Year)   3. Transaction Date (a.g., puts, calls, warrants, options, convertible securities)   2. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (a.g., puts, calls, warrants, options, convertible securities)   3. Transaction Date (Month/Day/Year)   3. Deemed Expiration Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   4. Securities (Month/Day/Year)   5. Number (A.) or Disposed of, or Beneficially Owner (A.) or Disposed of (D) (Month/Day/Year)   5. Number (A.) or Disposed of, or Beneficially Owner (A.) or Disposed of (D) (Month/Day/Year)   5. Number (A.) or Disposed of, or Beneficially Owner (A.) or Disposed of (D) (Month/Day/Year)   5. Number (A.) or Disposed of, or Beneficially Owner (A.) or Disposed of, or Beneficially Owner (A.) or Disposed of, or Beneficially Owner (A.) or Disposed of (D.) (Month/Day/Year)   6. Date Exercisable and Amount of Securities (Month/Day/Year)   6. Date Exercisable and Amount of Securit	BrightSpire Capital, Inc. [BRSP]   Check all applicable   X Director   X Officer (give title below)	BrightSpire Capital, Inc. [BRSP]   Check all applicable)   X Director   X Officer (give title below)   CEO	BrightSpire Capital, Inc.   BRSP     Check all applicable   X Director   10% On

## **Explanation of Responses:**

1. Represents shares of restricted Class A Common Stock granted to the reporting person by the Issuer, which vest annually in three equal installments on March 15, 2024, March 15, 2025 and March 15, 2026

## Remarks:

/s/ David A. Palame,

03/07/2023

Attorney-in-Fact

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.