

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

**ARES COMMERCIAL REAL ESTATE CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- |     |   |  |
|-----|---|--|
| (1) | Title of each class of securities to which transaction applies:   |  |
| (2) | Aggregate number of securities to which transaction applies:  |  |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |  |
| (4) | Proposed maximum aggregate value of transaction:  |  |
| (5) | Total fee paid:   |  |

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- |     |   |  |
|-----|---|--|
| (1) | Amount Previously Paid:                       |  |
| (2) | Form, Schedule or Registration Statement No.: |  |
| (3) | Filing Party:                                 |  |
| (4) | Date Filed:                                   |  |

EXPLANATORY NOTE: This proxy card replaces the 2019 proxy card filed in error as Definitive Additional Materials in a filing made by the Issuer on March 12, 2020 at approximately 4:37 p.m. East Coast time.

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**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Annual Meeting of Stockholders to Be Held on April 23, 2020.**

**ARES COMMERCIAL REAL ESTATE  
CORPORATION**



ARES COMMERCIAL REAL ESTATE CORP.  
240 PARK AVENUE, 40TH FLOOR  
NEW YORK, NY 10022

ES2345-P-34751

**Meeting Information**

Meeting Type: Annual Meeting  
For holders as of: February 26, 2020  
Date: April 23, 2020 Time: 9:30 AM EDT  
Location: Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, NY 10022

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

## Before You Vote

### How to Access the Proxy Materials

#### Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

2019 ANNUAL REPORT

#### How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL \*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 9, 2020 to facilitate timely delivery.

## How To Vote

### Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Transmit Voting Instructions By Internet:** To authorize a proxy to vote your shares now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Transmit Voting Instructions By Mail:** You can authorize a proxy to vote your shares by mail by requesting a paper copy of the materials, which will include a proxy card.

### Voting Items

The Board of Directors recommends a vote  
"FOR" Proposal 1 to elect the following  
Directors:

1. Election of Directors

Nominees:

- 01) William S. Benjamin\*
- 02) Caroline E. Blakely\*

\*Persons to serve as Class II Directors until the  
Company's 2023 Annual Meeting of Stockholders and  
until their successors are duly elected and qualify.

The Board of Directors recommends a vote "FOR" Proposals 2 and 3:

- 2. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020.
- 3. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers as described in the 2020 Proxy Statement.

NOTE: The proxies are authorized to vote and otherwise represent the undersigned on such other matters as may properly come before the meeting or any adjournment or postponement thereof.

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