

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

<b>OMB APPROVAL</b>	
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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

<p>1. Name and Address of Reporting Person*</p> <p><a href="#">Colony NorthStar, Inc.</a></p> <hr/> <p>(Last) (First) (Middle)</p> <p>515 SOUTH FLOWER ST 44TH FLOOR</p> <hr/> <p>(Street)</p> <p>LOS ANGELES CA 90071</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>01/10/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><a href="#">NorthStar Real Estate Capital Income Fund [ XNAFX ]</a></p>
<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/></p> <p>Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/></p>		<p>5. If Amendment, Date of Original Filed (Month/Day/Year)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person <input type="checkbox"/></p> <p>Form filed by More than One Reporting Person <input checked="" type="checkbox"/></p>

**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)
<a href="#">Class A Common Shares</a>	11,001.1	I	<a href="#">By NSAM FV Holdings, LLC<sup>(1)(2)</sup></a>

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

<p>1. Name and Address of Reporting Person*</p> <p><a href="#">Colony NorthStar, Inc.</a></p> <hr/> <p>(Last) (First) (Middle)</p> <p>515 SOUTH FLOWER ST 44TH FLOOR</p> <hr/> <p>(Street)</p> <p>LOS ANGELES CA 90071</p> <hr/> <p>(City) (State) (Zip)</p>
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<p>1. Name and Address of Reporting Person*</p> <p><a href="#">Colony Capital Operating Company, LLC</a></p> <hr/> <p>(Last) (First) (Middle)</p> <p>515 SOUTH FLOWER ST 44TH FLOOR</p> <hr/> <p>(Street)</p> <p>LOS ANGELES CA 90071</p> <hr/> <p>(City) (State) (Zip)</p>
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<p>1. Name and Address of Reporting Person*</p> <p><a href="#">NSAM FV Holdings, LLC</a></p> <hr/> <p>(Last) (First) (Middle)</p> <p>C/O COLONY NORTHSTAR, INC, 515 SOUTH FLOWER STREET, 44TH FLOOR</p> <hr/> <p>(Street)</p>
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LOS ANGELES CA 90071

(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 3 reflects the beneficial ownership of Class A Common Shares of NorthStar Real Estate Capital Income Fund following the combination transactions among Colony NorthStar, Inc. ("CLNS"), Colony Capital, Inc., NorthStar Asset Management Group Inc. ("NSAM") and NorthStar Realty Finance Corp. that occurred on January 10, 2017. CLNS disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

2. Prior to the combination transactions, the shares were owned by NSAM FV Holdings, LLC, as an indirect wholly owned subsidiary of NSAM LP, which was a majority owned subsidiary of NSAM. In the combination transactions, NSAM LP merged with and into Colony Capital Operating Company, LLC, which is a majority owned subsidiary of CLNS.

Colony NorthStar, Inc.<br>  
By: /s/ David A. Palame, CCO  
of Colony NorthStar, Inc., in its  
own capacity and as managing  
member of Colony Capital 02/07/2017  
Operating Company, LLC, in  
its own capacity and as  
managing member of NSAM  
FV Holdings, LLC

\*\* 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 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).

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.**