

COOPER BRADLEY E
Form 4
December 12, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
COOPER BRADLEY E

2. Issuer Name and Ticker or Trading Symbol
NewStar Financial, Inc. [NEWS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

C/O NEWSTAR FINANCIAL,
INC, 500 BOYLSTON STREET,
SUITE 1250

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/08/2017 | | J ⁽¹⁾ | | 51,528 | A | \$ 0 91,896 | D | |
| Common Stock | 12/08/2017 | | J ⁽¹⁾ | | 4,000,000 | D | \$ 0 0 | I ⁽¹⁾ | See footnote ⁽¹⁾ |
| Common Stock | | | | | | | 40,244 | I ⁽²⁾ | See footnote ⁽²⁾ |

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

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 control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

COOPER BRADLEY E
C/O NEWSTAR FINANCIAL, INC
500 BOYLSTON STREET, SUITE 1250
BOSTON, MA 02116

Signatures

/s/ Bradley E. Cooper
12/12/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
 - (1) Represents a pro rata distribution, without consideration, from Capital Z Partners III, L.P. ("Capital Z III Fund") to its partners, including 51,528 received by Bradley E. Cooper. The sole general partner of Capital Z III Fund is Capital Z Partners III GP, L.P. ("Capital Z III GP LP") and Capital Z Partners Management, LLC ("CZPM") performs investment management services for Capital Z III Fund. Mr. Cooper is a limited partner of Capital Z III GP LP, which may be deemed to be the beneficial owner of any securities held by Capital Z III Fund.
 - (2) Represents securities held directly by CZPM. Mr. Cooper is an officer and co-owner of CZPM. Mr. Cooper disclaims beneficial ownership of securities beneficially owned by CZPM, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.