

COOPER BRADLEY E

Form 4

December 22, 2017

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

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

NewStar Financial, Inc. [NEWS]

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

12/21/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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)
Common Stock	12/21/2017		J	7,731	D <u>(1)</u>	84,165	D
Common Stock	12/21/2017		J	7,731	A <u>(1)</u>	47,975	I
Common Stock	12/22/2017		D	84,165	D <u>(3)</u>	0	D
Common Stock	12/22/2017		D	47,975	D <u>(3)</u>	0	I

See
Footnote
(2)

See
Footnote
(2)

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

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.11	12/22/2017		D	5,000	05/11/2012 05/11/2018	Common Stock	5,000

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

X

Signatures

/s/ John K. Bray as
attorney-in-fact

12/22/2017

**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) Mr. Cooper transferred to Capital Z Partners Management, LLC ("CZPM") the shares for no consideration on the Transaction Date.

(2) Represents securities held directly by CZPM. Bradley E. 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.

(3)

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Pursuant to the Agreement and Plan of Merger among the Issuer, First Eagle Holdings, Inc., FE Holdco, LLC, and FE Merger Sub, Inc. (the "Merger Agreement"), each share is being cancelled in exchange for (1) \$11.44 in cash payment and (ii) one contingent value right.

- (4) Pursuant to the Merger Agreement, the option is being cancelled in exchange for (1) \$11.44, minus the exercise price, for each underlying share, in cash payment and (ii) one contingent value right.

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

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