

COULTER JAMES G  
Form 4  
March 25, 2019

**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 \*  
TPG Advisors VI-AIV, Inc.

2. Issuer Name and Ticker or Trading Symbol  
ASSURANT INC [AIZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O TPG GLOBAL, LLC, 301  
COMMERCE STREET, SUITE  
3300

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/21/2019

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
Former 10% Owner

(Street)  
FORT WORTH, TX 76102

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

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

(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                    | 03/21/2019                           |  | S                              |   | 7,869,230   | D  | \$ 98.15 0  |

See Explanation of Responses (1) (2) (3)

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

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SEC 1474 (9-02)

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**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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                  |
|---|---------------|-----------|---------|------------------|
|   | Director      | 10% Owner | Officer | Other            |
| TPG Advisors VI-AIV, Inc.<br>C/O TPG GLOBAL, LLC<br>301 COMMERCE STREET, SUITE 3300<br>FORT WORTH, TX 76102 |               |           |         | Former 10% Owner |
| BONDERMAN DAVID<br>C/O TPG GLOBAL, LLC<br>301 COMMERCE STREET, SUITE 3300<br>FORT WORTH, TX 76102           |               |           |         | Former 10% Owner |
| COULTER JAMES G<br>C/O TPG GLOBAL, LLC<br>301 COMMERCE STREET, SUITE 3300<br>FORT WORTH, TX 76102           |               |           |         | Former 10% Owner |

## Signatures

|  |            |
|--|------------|
| /s/ Michael LaGatta, Vice President, TPG Advisors VI-AIV, Inc. (4) | 03/25/2019 |
| __Signature of Reporting Person                                    | Date       |
| /s/ Bradford Berenson on behalf of David Bonderman (4)(5)          | 03/25/2019 |
| __Signature of Reporting Person                                    | Date       |
| /s/ Bradford Berenson on behalf of James G. Coulter (4)(5)         | 03/25/2019 |
| __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) David Bonderman and James G. Coulter are the sole shareholders of TPG Advisors VI-AIV, Inc. (together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of each of (i) TPG VI Wolverine, LP ("TPG VI Wolverine"), which directly held shares of Common Stock ("Common Stock") of Assurant, Inc., and (ii) TPG VI Wolverine Co-Invest, LP ("TPG VI Wolverine Co-Invest" and, together with TPG VI Wolverine, the "TPG Funds"), which directly held shares of Common Stock.
- (2) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may have been deemed to have beneficially owned the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each TPG Fund and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such TPG Fund's or such Reporting Person's pecuniary interest therein, if any.
- (3) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

### Remarks:

(4) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (5) Bradford Beren

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.