

NewStar Financial, Inc.
 Form 4
 October 25, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Capital Z Partners III GP, Ltd.

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)
 142 WEST 57TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/21/2016

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

NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 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 | 10/21/2016 | | S | | 1,989,402 | D | \$ 8.93 | 3,528,286 | I | See footnote (1) (2) (3) |
| Common Stock | 10/21/2016 | | S | | 10,598 | D | \$ 8.93 | 18,805 | I | See footnote (1) (3) (4) |
| Common Stock | | | | | | | | 28,970 | I | See footnote (3) (4) (5) |
| Common Stock | | | | | | | | 4,000,000 | I | See footnote (6) |

| | | | |
|-----------------|--------|---|------------------------|
| Common Stock | 29,919 | I | See footnote (7) |
|-----------------|--------|---|------------------------|

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

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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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

| | | | | | | | | | |
|--|--|--|--|------|-----------|---------------------|--------------------|-------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Capital Z Partners III GP, Ltd.
142 WEST 57TH STREET
NEW YORK, NY 10019

Capital Z Partners Management, LLC
142 WEST 57TH STREET
NEW YORK, NY 10019

Capital Z Partners III, L.P.
142 WEST 57TH STREET
NEW YORK, NY 10019

CAPITAL Z FINANCIAL SERVICES PRIVATE FUND II, L.P.
142 WEST 57TH STREET
NEW YORK, NY 10019

CAPITAL Z FINANCIAL SERVICES FUND II LP
142 WEST 57TH STREET
NEW YORK, NY 10019

CAPITAL Z PARTNERS LP
142 WEST 57TH STREET
NEW YORK, NY 10019

CAPITAL Z PARTNERS LTD
142 WEST 57TH STREET
NEW YORK, NY 10019

COOPER BRADLEY E
142 WEST 57TH STREET
NEW YORK, NY 10019

Capital Z Partners III GP, L.P.
142 WEST 57TH STREET
NEW YORK, NY 10019

Signatures

| | |
|---|------------|
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners III GP, Ltd. | 10/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners Management, LLC | 10/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners III, L.P | 10/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Financial Services Private Fund II, L.P. | 10/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Financial Services Fund II, L.P. | 10/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners, L.P. | 10/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners, Ltd. | 10/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Bradley E. Cooper | 10/25/2016 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners III GP, L.P. | 10/25/2016 |
| __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) Disposition transactions made pursuant to a privately-negotiated repurchase agreement, which transactions are scheduled to close on or before October 28, 2016.
 - (2) Represents securities held directly by Capital Z Financial Services Fund II, L.P. ("Capital Z Fund").
 - (3) The sole general partner of Capital Z Fund and Capital Z Financial Services Private Fund II, L.P. ("Capital Z Private Fund") is Capital Z Partners, L.P. ("Capital Z GP LP"), whose sole general partner is Capital Z Partners, Ltd. ("Capital Z GP LTD"). Capital Z Partners Management, LLC ("CZPM") performs investment management services for Capital Z Fund and Capital Z Private Fund. By reason of the

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provisions of Rule 16a-1 of the Exchange Act, Capital Z GP LP, Capital Z GP LTD and CZPM may be deemed to be the beneficial owners of the securities held by Capital Z Fund and Capital Z Private Fund, but each individual entity described above disclaims beneficial ownership of securities held by any other entity except to the extent of any indirect pecuniary interest therein.

(4) Represents securities held directly by Capital Z Private Fund.

(5) Represents securities held directly by CZPM.

Represents securities held directly by Capital Z Partners III, L.P. ("Capital Z III Fund"). The sole general partner of Capital Z III Fund is Capital Z Partners III GP, L.P. ("Capital Z III GP LP"), whose sole general partner is Capital Z Partners III GP, Ltd. ("Capital Z III GP LTD"). CZPM performs investment management services for Capital Z III Fund. By reason of the provisions of Rule 16a-1 of the Exchange Act, Capital Z III GP LP, Capital Z III LP LTD and CZPM may be deemed to be the beneficial owners of the securities held by Capital Z III Fund, but each individual entity described above disclaims beneficial ownership of securities held by any other entity except to the extent of any indirect pecuniary interest therein.

Directly owned by Bradley E. Cooper. Bradley E. Cooper is a limited partner of both Capital Z III GP LP and Capital Z GP LP, and he is (7) an officer and co-owner of CZPM. Mr. Cooper disclaims beneficial ownership of securities beneficially owned by them, 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.

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