

NewStar Financial, Inc.
Form 4
May 08, 2015

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 *
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)
05/06/2015

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 4,000,000 | I (1) (3) | See notes (1) (3) |
| Common Stock | 05/06/2015 | | X(4) | 5,000 A \$ 6.4 | 5,560,779 | I (2) (3) | See notes (2) (3) |
| Common Stock | 05/06/2015 | | F | 2,815 D \$ 11.37 | 5,557,964 | I (2) (3) | See notes (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 6.4 | 05/06/2015 | | X | 5,000 | ⁽⁵⁾ 05/14/2015 | Common Stock | 5,000 |

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 | | X | | |
| Capital Z Partners Management, LLC 142 WEST 57TH STREET NEW YORK, NY 10019 | | X | | |
| Capital Z Partners III, L.P. 142 WEST 57TH STREET NEW YORK, NY 10019 | | X | | |
| Capital Z Partners III GP, L.P. 142 WEST 57TH STREET NEW YORK, NY 10019 | | X | | |
| CAPITAL Z FINANCIAL SERVICES PRIVATE FUND II, L.P. 142 WEST 57TH STREET NEW YORK, NY 10019 | | X | | |
| CAPITAL Z FINANCIAL SERVICES FUND II LP 142 WEST 57TH STREET NEW YORK, NY 10019 | | X | | |
| CAPITAL Z PARTNERS LP 142 WEST 57TH STREET NEW YORK, NY 10019 | | X | | |

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

X

Signatures

| | |
|---|------------|
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners III GP, Ltd. | 05/08/2015 |
| __Signature of Reporting Person | Date |
| /s/ Craig A. Fisher, Authorized Signatory for Capital Z Partners Management, LLC | 05/08/2015 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners III, L.P. | 05/08/2015 |
| __Signature of Reporting Person | Date |
| /s Craig Fisher, Authorized Signatory for Capital Z Partners III GP, L.P. | 05/08/2015 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Financial Services Private Fund II, L.P. | 05/08/2015 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Financial Services Fund II, L.P. | 05/08/2015 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners, L.P. | 05/08/2015 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners, Ltd. | 05/08/2015 |
| __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) See Footnote 1 in Exhibit 99.1.
- (2) See Footnote 2 in Exhibit 99.1.
- (3) See Footnote 3 in Exhibit 99.1.
- (4) See Footnote 4 in Exhibit 99.1.
- (5) The options were fully exercisable as of May 14, 2011.

Remarks:

See Exhibit 99.1 - Footnotes incorporated herein by reference. Capital Z Partners III GP, Ltd. is the designated filer for all the

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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