

NewStar Financial, Inc.
 Form 4
 December 20, 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 *
COOPER BRADLEY E

(Last) (First) (Middle)

142 WEST 57TH STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
12/16/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 28,970 | I | See footnote <u>(1)</u> |
| Common Stock | | | | | 4,000,000 | I | See footnote <u>(2)</u> |
| Common Stock | 12/16/2016 | | S | | \$ 7,216 | D | 9.21 38,667 <u>(4)</u> <u>(3)</u> |
| Common Stock | 12/19/2016 | | S | | \$ 6,030 | D | 9.17 32,637 <u>(4)</u> <u>(3)</u> |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COOPER BRADLEY E 142 WEST 57TH STREET NEW YORK, NY 10019 | | | | |
| 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 Partners III GP, L.P. 142 WEST 57TH STREET NEW YORK, NY 10019 | | | | |

Signatures

/s/ Bradley E. Cooper

12/20/2016

__Signature of Reporting Person

Date

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| | |
|---|------------|
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners III GP, Ltd. | 12/20/2016 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners Management, LLC | 12/20/2016 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners III, L.P. | 12/20/2016 |
| __Signature of Reporting Person | Date |
| /s/ Craig Fisher, Authorized Signatory for Capital Z Partners III GP, L.P. | 12/20/2016 |
| __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) Represents securities held directly by Capital Z Partners Management, LLC ("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.

(3) The prices reported in Column 4 of Table I are weighted average prices. These shares were sold in multiple transactions at prices ranging from \$9.08 to \$9.6075 on December 16, 2016 and from \$9.00 to \$9.29 on December 19, 2016. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the United States Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4) Represents securities held directly by Bradley E. Cooper. Bradley E. Cooper is a limited partner of Capital Z III GP LP, and he is 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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