

NewStar Financial, Inc.  
 Form 4  
 April 26, 2017

**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)  
 04/24/2017

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		See Footnote (1)	
Common Stock						I (1)	See Footnote (1)	
Common Stock						I (2)	See Footnote (2)	
Common Stock	04/24/2017		M	5,000 A	\$ 8.28	44,064	I (3)	See Footnote (3)
Common Stock	04/24/2017		F	3,820 D	\$ 10.84	40,244	I (3)	See Footnote (3)

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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)	\$ 8.28	04/24/2017		M	5,000	<sup>(4)</sup> 05/12/2017	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	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		
COOPER BRADLEY E 142 WEST 57TH STREET NEW YORK, NY 10019	X	X		

## Signatures

/s/ Craig Fisher, Authorized Signatory for Capital Z Partners III GP, Ltd.	04/26/2017
__Signature of Reporting Person	Date
/s/ Craig Fisher, Authorized Signatory for Capital Z Partners Management, LLC	04/26/2017
__Signature of Reporting Person	Date
/s/ Craig Fisher, Authorized Signatory for Capital Z Partners III, L.P.	04/26/2017
__Signature of Reporting Person	Date
/s Craig Fisher, Authorized Signatory for Capital Z Partners III GP, L.P.	04/26/2017
__Signature of Reporting Person	Date
/s/ Bradley E. Cooper	04/26/2017
__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) 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.
  - (2) Directly owned 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.
  - (3) Represents securities held directly by CZPM.
  - (4) Fully vested.

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.