

NewStar Financial, Inc.  
 Form 4  
 April 28, 2016

**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)  
 04/26/2016

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					4,000,000	I (1) (3)	See Footnotes (1) (3)
Common Stock	04/26/2016		X	5,000 A \$ 2.2	5,577,168	I (2) (3)	See Footnotes (2) (3)
Common Stock	04/26/2016		F	1,107 D \$ 9.94	5,576,061	I (2) (3)	See Footnotes (2) (3)
Common Stock					29,919	D (4)	

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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)	\$ 2.2	04/26/2016		X	5,000	<sup>(5)</sup> 05/13/2016	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		
		X		

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

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

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

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

## Signatures

/s/ Craig Fisher, Authorized Signatory for Capital Z Partners III GP, Ltd.	04/28/2016
__Signature of Reporting Person	Date
/s/ Craig Fisher, Authorized Signatory for Capital Z Partners Management, LLC	04/28/2016
__Signature of Reporting Person	Date
/s/ Craig Fisher, Authorized Signatory for Capital Z Partners III, L.P.	04/28/2016
__Signature of Reporting Person	Date
/s Craig Fisher, Authorized Signatory for Capital Z Partners III GP, L.P.	04/28/2016
__Signature of Reporting Person	Date
/s/ Craig Fisher, Authorized Signatory for Capital Z Financial Services Private Fund II, L.P.	04/28/2016
__Signature of Reporting Person	Date
/s/ Craig Fisher, Authorized Signatory for Capital Z Financial Services Fund II, L.P.	04/28/2016
__Signature of Reporting Person	Date
/s/ Craig Fisher, Authorized Signatory for Capital Z Partners, L.P.	04/28/2016
__Signature of Reporting Person	Date
/s/ Craig Fisher, Authorized Signatory for Capital Z Partners, Ltd.	04/28/2016
__Signature of Reporting Person	Date
/s/ Bradley E. Cooper	04/28/2016
__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) 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 became fully vested and exercisable as of May 13, 2012.

**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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