

NewStar Financial, Inc.  
Form 4  
June 30, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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.

(Last) (First) (Middle)  
142 WEST 57TH STREET, 3RD FLOOR,  
(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)  
06/29/2015

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) \_\_\_X\_\_\_ Other (specify below)

See Remarks Section

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Price	4,000,000	I (1) (3)	See notes (1) (3)
Common Stock	06/29/2015		J(4)	7,002 A (4)	5,572,168	I (2) (3)	See notes (2) (3)
Common Stock	06/29/2015		J(4)	7,002 D (4)	29,919	D (5)	

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

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SEC 1474 (9-02)

number.

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Capital Z Partners III GP, Ltd. 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019				See Remarks Section
Capital Z Partners III, L.P. 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019				See Remarks Section
Capital Z Partners III GP, L.P. 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019				See Remarks Section
CAPITAL Z FINANCIAL SERVICES PRIVATE FUND II, L.P. 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019				See Remarks Section
CAPITAL Z FINANCIAL SERVICES FUND II LP 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019		X		See Remarks Section
CAPITAL Z PARTNERS LP 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019		X		See Remarks Section
CAPITAL Z PARTNERS LTD 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019		X		See Remarks Section

Capital Z Partners Management, LLC 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019	X	See Remarks Section
COOPER BRADLEY E C/O CAPITAL Z PARTNERS MANAGEMENT, LLC 142 WEST 57TH STREET, 3RD FLOOR NEW YORK, NY 10019	X	X

## Signatures

/s/ Craig Fisher - Authorized Signatory for Capital Z Partners III GP,  
Ltd.

06/30/2015

\_\_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) See Footnote 5 in Exhibit 99.1.

### Remarks:

See Exhibit 99.1 - Footnotes and Joint Filer Information incorporated herein by reference.

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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