

Standard General L.P.
Form 4/A
September 12, 2018

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 *
Standard General L.P.

2. Issuer Name and Ticker or Trading Symbol
Turning Point Brands, Inc. [TPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
767 FIFTH AVENUE, 12TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
09/05/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/07/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10153

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock, \$.01 par value ("Common Stock") | | | | | 9,842,373 | I | See Footnotes (2) (3) (4) (5) |
| Common Stock | | | | | 105,319 | D (6) | |
| Common Stock | 09/05/2018 | | P | 153,079 A | \$ 34.6 (1) 553,079 | I | See Footnotes (2) (3) (4) |

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 |
| Standard General L.P. 767 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10153 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Standard General L.P. by Joseph Mause, Chief Financial Officer | 09/12/2018 |
| **Signature of Reporting Person | Date |
| /s/ Soohyung Kim | 09/12/2018 |
| **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) The shares of Common Stock were acquired in exchange for 345,543 shares Class A Common Stock of Standard Diversified Inc (the "Standard Diversified Shares"). The closing prices of the Standard Diversified Shares and of the Common Stock as of the closing of the transaction reported herein were \$15.58 and \$34.60, respectively.
- (2) The securities reported herein are beneficially owned by Standard General L.P. ("Standard General") in its capacity as investment manager to private investment vehicles. Mr. Kim is a director of the general partner of the general partner of Standard General and Chief Investment Officer of Standard General, and in such capacities may be deemed to indirectly beneficially own the securities reported herein.

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- Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- (3) interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 - (4) This Form 4 does not report any pecuniary interest of David Glazek in securities of the Issuer. Mr. Glazek, a director of the Issuer and a partner of Standard General, separately files reports under Section 16.
 - (5) Shares owned directly by Standard Diversified Inc. ("SDI"). As a result of their beneficial ownership of securities of SDI, the Reporting Persons may be deemed to beneficially own shares of Common Stock of Turning Point held by SDI.
 - (6) Shares held directly by Standard General.

Remarks:

* This amendment is being filed to correct the group of indirectly held shares to which the reported transaction relates.

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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