#### TIPTREE FINANCIAL INC.

Form 4

February 26, 2016

### FORM 4

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

**OMB** 

Check this box if no longer

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** NOMURA SECURITIES CO LTD			2. Issuer Name <b>and</b> Ticker or Trading Symbol				0	5. Relationship of Reporting Person(s) to Issuer			
	TIPTREE FINANCIAL INC. [TIPT]					[TIPT]	(Check all applicable)				
(Last)	(First) ONBASHI, CHU	(Middle)  JO-KU	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2016			- - 1	DirectorX 10% Owner Officer (give title Other (specify below)				
	(Street)			endment, I	Oate Origina ar)	ıl	(	56. Individual or Jo Applicable Line) Form filed by O	_		
TOKYO, M0 103-8011								_X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	med n Date, if Day/Year)	3. Transacti Code (Instr. 8)	omr Dispos (Instr. 3,	ed of		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)	
Class A Common Stock	02/24/2016			S	13,731	D	\$ 6.3172	3,487,385	D (1)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Data	Evaluation		or		
							Expiration Date		Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NOMURA SECURITIES CO LTD 1-9-1 NIHONBASHI CHUO-KU TOKYO, M0 103-8011		X					
NOMURA HOLDINGS INC 1-9-1 NIHONBASHI CHUO-KU TOKYO, M0 103-8645		X					

### **Signatures**

Hideo Kitano 02/26/2016

\*\*Signature of 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).
- These shares of Class A Common Stock are owned directly by Nomura Securities Co., Ltd, ("NSC"), which is a wholly owned subsidiary (1) of Nomura Holdings, Inc. ("NHI"), and accordingly NHI may be deemed to beneficially own the shares of Class A Common Stock held by NSC.

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.

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