

NewStar Financial, Inc.
 Form 4
 April 14, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Corsair Capital LLC

(Last) (First) (Middle)

717 FIFTH AVENUE, 24TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NewStar Financial, Inc. [NEWS]

3. Date of Earliest Transaction (Month/Day/Year)
 06/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.01 per share | 06/03/2014 | | X | 200,174 ⁽¹⁾ A \$ 10.9 | 9,704,972 | I | See Footnotes (1) (4) (5) (6) |
| Common Stock, par value \$0.01 per share | 06/03/2014 | | S ⁽³⁾ | 166,557 ⁽³⁾ D \$ 13.1 | 9,538,415 ⁽²⁾ | I | See Footnotes (1) (4) (5) (6) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrant (right to buy) | \$ 10.9 | 06/03/2014 | | X | 200,174 | (1) (1) | Common Stock | 200,174 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Corsair Capital LLC 717 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10022 | | | X | |

Signatures

/s/ Amy Knapp, Chief Financial Officer and Chief Operating Officer
Date: 04/14/2015

__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) Reflects the exercise of a warrant held directly by Corsair II Capital Partners, L.P. (f/k/a J.P. Morgan Corsair II Capital Partners, L.P.) ("Corsair II").
- (2) Consists of (a) 5,538,415 shares held directly by Corsair II, (b) 3,812,268 shares held directly by Corsair III Financial Services Capital Partners, L.P. ("Corsair III"), and (c) 187,732 shares held directly by Corsair III Financial Services Offshore 892 Partners, L.P. ("Corsair III Offshore").
- (3) Reflects the withholding of shares to pay the exercise price in connection with the exercise of the warrant reported herein.
- (4) Corsair III Management, L.P. is the General Partner of Corsair III and Corsair III Offshore. The Reporting Person is the General Partner of Corsair III Management, L.P. The General Partner of Corsair II is Corsair II, L.P., the General Partner of Corsair II, L.P. is Corsair II, L.L.C., and the Managing Member of Corsair II, L.L.C. is Corsair PTJB, LLC. The Reporting Person is the Manager of Corsair PTJB, LLC.
- (5)

Edgar Filing: NewStar Financial, Inc. - Form 4

The Reporting Person is filing solely in its capacity as General Partner of Corsair III Management, L.P. and as Manager of Corsair PTJB, LLC. By reason of the provisions of Rule 13d-3(a) of the Securities Exchange Act of 1934, the Reporting Person and Corsair III Management L.P. may be deemed to beneficially own the securities held by Corsair III and Corsair III Offshore, although each of the Reporting Person and Corsair III Management L.P., respectively, disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interests therein. (Text continues in Note 6).

- (Text continued from Note 5) By reason of the provisions of Rule 13d-3(a) of the Securities Exchange Act of 1934, the Reporting Person, Corsair II, L.P., Corsair II, L.L.C. and Corsair PTJB, LLC may be deemed to beneficially own the securities held by Corsair II, although
- (6) each of the Reporting Person, Corsair II, L.P., Corsair II, L.L.C. and Corsair PTJB, LLC, respectively, disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interests therein. The Reporting Person holds the securities indirectly through Corsair II, Corsair III and Corsair III Offshore.

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.