

McCammon Mark
Form 4
December 20, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCammon Mark

(Last) (First) (Middle)

550 W. MERRILL STREET, SUITE
200

(Street)

BIRMINGHAM, MI 48009

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Conifer Holdings, Inc. [CNFR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2017

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) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------------|---|---|---|---|--|---|---|---------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/20/2017 | | S | | 97,319 | D | \$ 5.78 | 0 | I | Held by Strength Capital Partners II, L.P. ⁽¹⁾ |
| Common Stock | | | | | | | | 319,291 | I | Held by Strength Capital Partners III - Special Situations (AIV), L.P. |

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| | | | |
|-----------------|---------|---|--|
| Common Stock | 9,000 | D | |
| Common Stock | 414,508 | I | Held by Strength Capital Partners III - Special Situations, L.P. (3) |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
| | | | | 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 |
| McCammon Mark 550 W. MERRILL STREET SUITE 200 BIRMINGHAM, MI 48009 | X |

Signatures

Brian J. Roney, by Power of
Attorney 12/20/2017

__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 are held directly by Strength Capital Partners II, L.P. ("SCP"), and indirectly by Mr. McCammon as the managing partner of SCP. Mr. McCammon disclaims beneficial ownership in the shares held by SCP except to the extent of his pecuniary ownership therein.

The shares are held directly by Strength Capital Partners III - Special Situations (AIV), L.P. ("SCP-SS"), and indirectly by Mr. McCammon as the managing partner of SCP-SS. Mr. McCammon disclaims beneficial ownership in the shares held by SCP-SS except to the extent of his pecuniary ownership therein.
- (2) The shares are held directly by Strength Capital Partners III - Special Situations, L.P. ("SCP III"), and indirectly by Mr. McCammon as the managing partner of SCP III. Mr. McCammon disclaims beneficial ownership in the shares held by SCP III except to the extent of his pecuniary ownership therein.
- (3)

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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