

MATIS NINA  
Form 5  
January 10, 2019

**FORM 5**

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

OMB APPROVAL

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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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
MATIS NINA

2. Issuer Name and Ticker or Trading Symbol  
ISTAR INC. [STAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chmn/Chief Legal Officer

(Last) (First) (Middle)  
1114 AVENUE OF THE AMERICAS, 39TH FLOOR  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2018

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10036

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (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                    | 08/31/2018                           | ^                                                  | A                              | 4,861 (1) A \$ 0                                                  | 305,998                                                                                    | D                                                        | ^                                 |
| Common Stock                    | 08/31/2018                           | ^                                                  | F                              | 2,587 (1) D \$ 0                                                  | 305,998                                                                                    | D                                                        | ^                                 |
| Common Stock                    | 11/06/2018                           | ^                                                  | A                              | 9,721 (2) A \$ 0                                                  | 305,998                                                                                    | D                                                        | ^                                 |
| Common Stock                    | 11/06/2018                           | ^                                                  | F                              | 5,173 (2) D \$ 0                                                  | 305,998                                                                                    | D                                                        | ^                                 |

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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. of D S B O E F (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                 |                      |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |         |                                 |
|-----------------------------------------------------------------------------|---------------|-----------|---------|---------------------------------|
|                                                                             | Director      | 10% Owner | Officer | Other                           |
| MATIS NINA<br>1114 AVENUE OF THE AMERICAS, 39TH FLOOR<br>NEW YORK, NY 10036 | Â             | Â         | Â       | Vice Chmn/Chief Legal Officer Â |

## Signatures

s/ Nina B Matis 01/10/2019  
 \*\*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) On August 31, 2018, 4,861 shares of iStar common stock were issued and delivered to the Reporting Person, Ms. Nina Matis, in connection with a payout of amounts available for distribution pursuant to, and in accordance with, vested awards previously made to the Reporting Person under the iStar Inc. 2013 Performance Incentive Plan. After deducting 2,587 shares for applicable tax withholding, the Reporting Person acquired a net amount of 2,274 shares of iStar common stock.
  - (2) On November 6, 2018, 9,721 shares of iStar common stock were issued and delivered to the Reporting Person in connection with a payout of amounts available for distribution pursuant to, and in accordance with, vested awards previously made to the Reporting Person under the iStar Inc. 2013 Performance Incentive Plan. After deducting 5,173 shares for applicable tax withholding, the Reporting Person acquired a net amount of 4,548 shares of iStar common stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.