

NELNET INC  
Form 4  
December 20, 2013

**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 \*  
DUNLAP MICHAEL S

(Last) (First) (Middle)  
121 SOUTH 13TH STREET, SUITE 201  
(Street)

LINCOLN, NE 68508

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NELNET INC [NNI]

3. Date of Earliest Transaction (Month/Day/Year)  
12/19/2013

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)  
Chairman and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            | 12/19/2013                           |  | G <sup>(1)</sup>               | V 300,000 D \$ 0  | 2,099,574   | D  |   |
| Class B Common Stock            |                                      |  |                                |   | 1,773,153 <sup>(2)</sup>  | D  |   |
| Class B Common Stock            |                                      |  |                                |   | 417,850 <sup>(3)</sup>  | I  | By GRAT   |
| Class B Common                  |                                      |  |                                |   | 492,800 <sup>(4)</sup>  | I  | By GRAT   |

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|                            |                              |   |  |                                 |
|----------------------------|------------------------------|---|--|---------------------------------|
| Stock                      |                              |   |  |                                 |
| Class B<br>Common<br>Stock | 377,450 <sup>(5)</sup>       | I |  | By GRAT                         |
| Class B<br>Common<br>Stock | 449,600 <sup>(6)</sup>       | I |  | By GRAT                         |
| Class B<br>Common<br>Stock | 473,600 <sup>(7)</sup>       | I |  | By GRAT                         |
| Class B<br>Common<br>Stock | 500,000 <sup>(8)</sup>       | I |  | By GRAT                         |
| Class B<br>Common<br>Stock | 982,260 <sup>(9)</sup>       | I |  | By GRAT                         |
| Class B<br>Common<br>Stock | 1,586,691<br><sup>(10)</sup> | I |  | By<br>corporation               |
| Class B<br>Common<br>Stock | 1,701,000                    | I |  | By spouse                       |
| Class A<br>Common<br>Stock | 52,675                       | I |  | By spouse                       |
| Class A<br>Common<br>Stock | 4,160                        | I |  | By son                          |
| Class A<br>Common<br>Stock | 1,983                        | I |  | As UTMA<br>custodian<br>for son |
| Class A<br>Common<br>Stock | 1,215                        | I |  | As UTMA<br>custodian<br>for son |
| Class B<br>Common<br>Stock | 125,000 <sup>(11)</sup>      | I |  | By Dynasty<br>Trust             |
| Class B<br>Common<br>Stock | 125,000 <sup>(12)</sup>      | I |  | By Dynasty<br>Trust             |
| Class B<br>Common<br>Stock | 125,000 <sup>(13)</sup>      | I |  | By Dynasty<br>Trust             |

|                            |     |   |        |
|----------------------------|-----|---|--------|
| Class B<br>Common<br>Stock | 100 | I | By son |
| Class B<br>Common<br>Stock | 100 | I | By son |
| Class B<br>Common<br>Stock | 100 | I | By son |

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

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| DUNLAP MICHAEL S<br>121 SOUTH 13TH STREET<br>SUITE 201<br>LINCOLN, NE 68508 | X             | X         | Chairman and CEO |       |

## Signatures

/s/ Kirsten J. Foos, Attorney-in-Fact for Michael S. Dunlap 12/20/2013

\*\*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 gift reported in this Form 4 was effected pursuant to a Rule 10b5-1 Stock Gift Plan entered into by the reporting person on November 19, 2013.
- (2) Includes shares distributed from Grantor Retained Annuity Trusts as discussed in footnotes (3) - (7) below.
- (3) Shares held by the Michael S. Dunlap Grantor Retained Annuity Trust dated December 19, 2011, which reflect the distribution and transfer from the trust to the reporting person of 46,750 shares on December 19, 2013. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (4) Shares held by a separate Michael S. Dunlap Grantor Retained Annuity Trust dated December 19, 2011, which reflect the distribution and transfer from the trust to the reporting person of 7,200 shares on December 19, 2013. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (5) Shares held by a separate Michael S. Dunlap Grantor Retained Annuity Trust dated December 19, 2011, which reflect the distribution and transfer from the trust to the reporting person of 58,500 shares on December 19, 2013. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (6) Shares held by a separate Michael S. Dunlap Grantor Retained Annuity Trust dated December 19, 2011, which reflect the distribution and transfer from the trust to the reporting person of 28,100 shares on December 19, 2013. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (7) Shares held by a separate Michael S. Dunlap Grantor Retained Annuity Trust dated December 19, 2011, which reflect the distribution and transfer from the trust to the reporting person of 18,000 shares on December 19, 2013. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (8) Shares held by a separate Michael S. Dunlap Class B Grantor Retained Annuity Trust dated December 19, 2011. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (9) Shares held by the Michael S. Dunlap Class B Grantor Retained Annuity Trust dated August 28, 2003. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (10) Shares held by Union Financial Services, Inc. ("UFS"), of which the reporting person is chairman and owns 50.0% of the outstanding capital stock. The reporting person continues to report beneficial ownership of all the shares held by UFS, but disclaims beneficial ownership of the shares held by UFS except to the extent of his pecuniary interest therein.
- (11) Shares held by a Dynasty Trust, of which a son of the reporting person is the initial beneficiary. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (12) Shares held by a Dynasty Trust, of which a son of the reporting person is the initial beneficiary. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (13) Shares held by a Dynasty Trust, of which a son of the reporting person is the initial beneficiary. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.

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.