

NewStar Financial, Inc.
 Form 4
 September 30, 2011

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 *
COOPER BRADLEY E

(Last) (First) (Middle)

C/O NEWSTAR FINANCIAL,
 INC., 500 BOYLSTON STREET,
 SUITE 1600

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
09/28/2011

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, \$0.01 par value	09/28/2011		J ⁽⁴⁾	A	\$ 0	9,529,743	I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock, \$0.01 par value	09/28/2011		J ⁽⁴⁾	D	\$ 0	0	D	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 10.11	09/28/2011		J ⁽⁴⁾	5,000	⁽⁵⁾ 05/11/2018	Common Stock 5,000
Stock Option (right to buy)	\$ 10.11	09/28/2011		J ⁽⁴⁾	5,000 ⁽⁴⁾	⁽⁵⁾ 05/11/2018	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER BRADLEY E C/O NEWSTAR FINANCIAL, INC. 500 BOYLSTON STREET, SUITE 1600 BOSTON, MA 02116		X		

Signatures

/s/ Bradley E. Cooper 09/29/2011

**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) Includes securities of the Issuer directly held by Capital Z Financial Services Fund II, L.P. ("Capital Z"), Capital Z Financial Services Private Fund II, L.P. ("Capital Z Private Fund") and Capital Z Management, LLC ("Capital Z Management") as well as securities of the

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Issuer directly owned by Capital Z Partners III, L.P. ("Capital Z III"). The sole general partner of Capital Z and Capital Z Private Fund is Capital Z Partners, L.P. ("Capital Z LP"), and the sole general partner of Capital Z LP is Capital Z Partners Ltd. Capital Z Partners III GP, L.P. ("Capital Z III LP") is the general partner of Capital Z III. Capital Z Partners III GP, Ltd. ("Capital Z III GP") is the general partner of Capital Z III LP and the ultimate general partner of Capital Z III. Capital Z Partners Management, LLC ("Capital Z Partners Management") is the investment authority for Capital Z III, and its principal business is performing investment management services

- (2) (Continuation of Footnote 1)- for Capital Z III. Capital Z Partners Management, Capital Z III Ltd., Capital Z III GP LP and Capital Z III may be deemed to be part of a "group" along with Capital Z, Capital Z Private Fund, Capital Z Ltd., Capital Z LP and Capital Z Management (within the meaning of Rule 13d-5(b) under the Securities Exchange of 1934, as amended and incorporated by reference in Rule 16a-1 of the Exchange Act) but each individual entity described above disclaims beneficial ownership of securities held by any other entity except to the extent of any indirect pecuniary interest therein (within the meaning of Rule 16a-1 of the Exchange Act) in an indeterminate portion of the securities beneficially owned by such other entity.

- (3) Mr. Cooper is a shareholder of Capital Z Partners Ltd. and an officer and co-owner of Capital Z Management. Mr. Cooper may be deemed to be part of a group along with Capital Z, Capital Z Private Fund, Capital Z Ltd, Capital Z LP, Capital Z Management, Capital Z III GP, Capital Z III LP and Capital Z III and may be deemed to be the beneficial owner of the securities held by such entities, although Mr. Cooper disclaims beneficial ownership of such securities except to the extent of any indirect pecuniary interest therein (within the meaning of Rule 16a-1 of the Exchange Act) in an indeterminate portion of the securities beneficially owned by Capital Z, Capital Z Private Fund, Capital Z LP, Capital Z Ltd., Capital Z Management, Capital Z III GP, Capital Z III LP and Capital Z III.
- (4) Mr. Cooper transferred to Capital Z Management the shares and an option for no consideration on the Transaction Date.
- (5) The option will vest and become exercisable on May 11, 2012.

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.