

NewStar Financial, Inc.
Form 4
August 01, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Capital Z Partners III GP, Ltd.

(Last) (First) (Middle)

142 WEST 57TH STREET,

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NewStar Financial, Inc. [NEWS]

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

07/30/2013

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 ____X____ Other (specify
below) below)

See Remarks Section

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
Common Stock, \$0.01 par value				(A) or (D)			See Footnote (1)
Common Stock, \$0.01 par value	07/30/2013		J ⁽⁴⁾	11,250 D \$ 0	5,521,379	I ⁽²⁾ ⁽³⁾	See Footnote (2) (3)
Common Stock, \$0.01 par value	07/30/2013		J ⁽⁵⁾	6,643 D \$ 0	5,514,736	I ⁽²⁾ ⁽³⁾	See Footnote (2) (3)

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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. Number of Derivative Securities Beneficially Owned Following Report 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
Capital Z Partners III GP, Ltd. 142 WEST 57TH STREET NEW YORK, NY 10019	See Remarks Section
Capital Z Partners III, L.P. 230 PARK AVENUE SOUTH 11TH FLOOR NEW YORK, NY 10003	See Remarks Section
Capital Z Partners III GP, L.P. 230 PARK AVENUE SOUTH 11TH FLOOR NEW YORK, NY 10003	See Remarks Section
CAPITAL Z FINANCIAL SERVICES PRIVATE FUND II, L.P. 54 THOMPSON ST. NEW YORK, NY 10012	See Remarks Section
CAPITAL Z FINANCIAL SERVICES FUND II LP ONE CHASE MANHATTAN PLAZA NEW YORK, NY 10005	See Remarks Section
	See Remarks Section

CAPITAL Z PARTNERS LP
ONE CHASE MANHATTAN PLAZA
NEW YORK, NY 10005

CAPITAL Z PARTNERS LTD
ONE CHASE MANHATTAN PLAZA
NEW YORK, NY 10005

See Remarks Section

Capital Z Management, LLC
142 WEST 57TH STREET
3RD FLOOR
NEW YORK, NY 10019

See Footnote (1)

Capital Z Partners Management, LLC
230 PARK AVENUE
11TH FLOOR
NEW YORK, NY 10003

See Remarks Section

Signatures

/s/ Craig Fisher, Authorized Signatory for Capital Z Partners III GP,
Ltd.

08/01/2013

__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) Due to the limitation on the amount of characters used, please see Item 1 of Exhibit 99.2 Explanation of Response.
- (2) Due to the limitation on the amount of characters used, please see Item 2 of Exhibit 99.2 Explanation of Response.
- (3) The shareholders of Capital Z Ltd and CZPM, including Bradley Cooper, are officers and co-owners of CZM. Mr. Cooper is also a director of the Issuer.
- (4) CZM transferred to its owners on a pro rata basis the shares for no consideration on the Transaction Date, including 5,625 shares to Mr. Cooper.
- (5) CZPM transferred to its owners on a pro rata basis the shares for no consideration on the Transaction Date, including 3,321 shares to Mr. Cooper.

Remarks:

Remarks: See Exhibit 99.1 Joint Filer Information and Exhibit 99.2 Explanation of Responses.

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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