Karfunkel Barry
Form 4
February 28, 2019

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Karfunkel Barry

(Last) (First) (Middle)

C/O NGHC, 59 MAIDEN LANE, 38TH FLOOR

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
National General Holdings Corp. [NGHC]

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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, $.01 par value	02/26/2019		M		30,554 (1)	A	$ 0	165,947	D	
Common Stock, $.01 par value	02/26/2019		F		10,380 (2)	D	$ 0	155,567	D	
Common Stock, $.01 par value	02/26/2019		M		2,335 (3)	A	$ 0	157,902	D	
Common	02/26/2019		F		773 (4)	D	$ 0	157,129	D	

Stock, $.01 par value								
Common Stock, $.01 par value	02/28/2019		M	21,865 (5)	A	$ 0	178,994	D
Common Stock, $.01 par value	02/28/2019		F	9,781 (6)	D	$ 0	169,213	D

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(7)	02/26/2019		M			30,554	(8)	(8)	Common Stock, $.01 par value	30,5
Restricted Stock Units	(7)	02/26/2019		M			2,335	(9)	(9)	Common Stock, $.01 par value	2,33
Restricted Stock Units	(7)	02/28/2019		M			21,865	(10)	(10)	Common Stock, $.01 par value	21,8
Restricted Stock Units	(7)	02/26/2019		A		120,625		(11)	(11)	Common Stock, $.01 par value	120,6

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
Karfunkel Barry C/O NGHC 59 MAIDEN LANE, 38TH FLOOR NEW YORK, NY 10038		X	CEO	

Signatures

/s/ Barry Karfunkel	02/28/2019
**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) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 26, 2018.

(2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 26, 2018.

(3) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 26, 2016.

(4) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 26, 2016.

(5) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 28, 2017.

(6) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Karfunkel on February 28, 2017.

(7) Each restricted stock unit represents a contingent right to receive one share of National General Holdings Corp.'s common stock.

(8) On February 26, 2018, Mr. Karfunkel received restricted stock units representing 91,622 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

(9) On February 26, 2016, Mr. Karfunkel received restricted stock units representing 7,002 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

(10) On February 28, 2017, Mr. Karfunkel received restricted stock units representing 65,597 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

(11) On February 26, 2019, Mr. Karfunkel received restricted stock units representing 120,625 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

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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