NewStar Financial, Inc. Form 4

April 06, 2009

## 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.

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* OZ MANAGEMENT LP

> (First) (Middle)

9 WEST 57TH STREET, 39TH

**FLOOR** 

(Street)

2. Issuer Name and Ticker or Trading Symbol

NewStar Financial, Inc. [NEWS]

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

04/02/2009

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Director \_X\_\_ 10% Owner \_ Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10019

(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. Transactic Code (Instr. 8)	4. Securities on(A) or Disp (Instr. 3, 4	osed o	of (D)	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, par value \$0.01 per share	04/02/2009		S	250,000	D	\$ 2.65	6,056,994	I	See Footnotes (1) (2) (3) (4) (5) (6) (7)
Common Stock, par value \$0.01 per share	04/02/2009		S	48,803	D	\$ 2.77	6,008,191	I	See Footnotes (1) (2) (3) (4) (5) (6) (7)
Common Stock, par	04/02/2009		S	21,635	D	\$ 2.8	5,986,556	I	See Footnotes

value \$0.01 per	$\frac{(1)}{(5)}\frac{(2)}{(6)}\frac{(3)}{(7)}\frac{(4)}{(1)}$
share	

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

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SEC 1474

(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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
			Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>rg</b>	Director	10% Owner	Officer	Other		
OZ MANAGEMENT LP 9 WEST 57TH STREET 39TH FLOOR		X				
NEW YORK, NY 10019						

# **Signatures**

OZ MANAGEMENT LP, By Och-Ziff Holding Corporation, its General Partner; By				
Och-Ziff Capital Management Group, LLC its sole shareholder; By: /s/ Daniel S. Och - Chief Executive Officer				
**Signature of Reporting Person	Date			
OZ ADVISORS II, LP, By Och-Ziff Holding LLC, its General Partner; By Och-Ziff Capital Management Group, LLC its sole shareholder; By: /s/ Daniel S. Och - Chief Executive Officer	04/06/2009			
**Signature of Reporting Person	Date			
OCH-ZIFF HOLDING CORPORATION, By Och-Ziff Capital Management Group LLC, its sole shareholder; By: /s/ Daniel S. Och - Chief Executive Officer	04/06/2009			

Reporting Owners 2

#### Edgar Filing: NewStar Financial, Inc. - Form 4

\*\*Signature of Reporting Person

Date

OCH-ZIFF HOLDING LLC, By Och-Ziff Capital Management Group LLC, its sole shareholder; By:/s/ Daniel S. Och - Chief Executive Officer

04/06/2009

\*\*Signature of Reporting Person

Date

OCH-ZIFF CAPITAL MANAGEMENT GROUP LLC, By:/s/ Daniel S. Och

04/06/2009

\*\*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) Represents securities directly held by OZ Master Fund, Ltd., Gordel Holdings Limited, Goldman Sachs & Company Profit Sharing Master Trust, and OZ Global Special Investments Master Fund, LP, (the "Funds").
- OZ Management, LP ("OZ"), as investment manager to OZ Master Fund, Ltd., Gordel Holdings Limited, and Goldman Sachs & Company Profit Sharing Master Trust, may be deemed to be the beneficial owner of the Issuer's securities held by the Funds. OZ disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that OZ is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to its pecuniary interest therein.
- OZ Advisors II, LP, ("OZAII"), as general partner to OZ Global Special Investments Master Fund, LP, may be deemed to be the beneficial owner of the Issuer's securities held by the fund. OZAII disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that OZAII is the beneficial owner of the securities for the purpose of Section 16 or for other purpose, except to its pecuniary interest therein.
- Och-Ziff Holding LLC, as general partner to OZ Advisors II, LP, may be deemed to be the beneficial owner of the Issuer's securities held by OZ Global Special Investments Master Fund, LP. Och-Ziff Holding LLC disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that Och-Ziff Holding LLC is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to its pecuniary interest therein.
- Och-Ziff Holding Corporation, as general partner to OZ Management, LP, may be deemed to be the beneficial owner of the Issuer's securities held by the Funds. Och-Ziff Holding Corporation disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that Och-Ziff Holding Corporation is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to its pecuniary interest therein.
- Och-Ziff Capital Management Group LLC ("OZM"), as the sole shareholder of both Och-Ziff Holding LLC and Och-Ziff Holding

  Corporation, may be deemed to be the beneficial owner of the Issuer's securities held by the Funds. Och-Ziff Capital Management Group disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that OZM is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to its pecuniary interest therein.
- Daniel S. Och, as Chief Executive Officer and Executive Managing Director of Och-Ziff Capital Management Group, LLC, may be deemed to be the beneficial owner of the Issuer's securities held by the Funds. Mr. Och disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that Mr. Och is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to 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.

Signatures 3