

Amtrust Financial Services, Inc.
Form 4
March 07, 2016

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 *
Saxon Michael J

(Last) (First) (Middle)

C/O AMTRUST FINANCIAL SERVICES, INC., 59 MAIDEN LANE, 43RD FLOOR

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Amtrust Financial Services, Inc.
[AFSI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2016

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)
EVP, Chief Operating Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (1) or (2) Price (3) or (5) | | |
| Common Stock | 03/05/2016 | | M | | 9,500 (1) \$ 0 | D | |
| Common Stock | 03/05/2016 | | F | | 4,739 (3) \$ 25.73 | D | |
| Common Stock | 03/05/2016 | | M | | 9,172 (4) \$ 0 | D | |
| Common Stock | 03/05/2016 | | F | | 4,575 (6) \$ 25.73 | D | |
| | 03/05/2016 | | M | | \$ 0 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|--------------|----------|----------|---------|---|
| Common Stock | | | | 6,498 (7) | A (8) | | | |
| Common Stock | 03/05/2016 | | F | 3,241 (9) | D | \$ 25.73 | 605,434 | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (1) | (10) | 03/05/2016 | | M | | (11) | (11) | Common Stock | 9,500 |
| Restricted Stock Units (4) | (10) | 03/05/2016 | | M | | (12) | (12) | Common Stock | 9,172 |
| Restricted Stock Units (7) | (10) | 03/05/2016 | | M | | (13) | (13) | Common Stock | 6,498 |
| Restricted Stock Units | (10) | 03/05/2016 | | A | 27,206 | (14) | (14) | Common Stock | 27,206 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Saxon Michael J C/O AMTRUST FINANCIAL SERVICES, INC. 59 MAIDEN LANE, 43RD FLOOR NEW YORK, NY 10038 | | | EVP, Chief Operating Officer | |

Signatures

/s/ Michael J.
Saxon

03/07/2016

__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) As a result of AmTrust Financial Services, Inc.'s two-for-one stock split, 9,500 restricted stock units granted to the reporting person on March 5, 2013 that had not yet vested on February 2, 2016 became 19,000 restricted stock units.

(2) Acquisition of common stock resulting from the vesting of one-fourth of the restricted stock units granted to Mr. Saxon on March 5, 2013.

(3) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-fourth of the restricted stock units granted to Mr. Saxon on March 5, 2013.

(4) As a result of AmTrust Financial Services, Inc.'s two-for-one stock split, 13,758 restricted stock units granted to the reporting person on March 5, 2014 that had not yet vested on February 2, 2016 became 27,516 restricted stock units.

(5) Acquisition of common stock resulting from the vesting of one-fourth of the restricted stock units granted to Mr. Saxon on March 5, 2014.

(6) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-fourth of the restricted stock units granted to Mr. Saxon on March 5, 2014.

(7) As a result of AmTrust Financial Services, Inc.'s two-for-one stock split, 12,995 restricted stock units granted to the reporting person on March 5, 2015 that had not yet vested on February 2, 2016 became 25,990 restricted stock units.

(8) Acquisition of common stock resulting from the vesting of one-fourth of the restricted stock units granted to Mr. Saxon on March 5, 2015.

(9) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-fourth of the restricted stock units granted to Mr. Saxon on March 5, 2015.

(10) Each restricted stock unit represents a contingent right to receive one share of AmTrust Financial Services, Inc.'s common stock.

(11) On March 5, 2013, Mr. Saxon received restricted stock units subject to a four-year vesting schedule, vesting one-fourth on each of the first, second, third and fourth 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.

(12) On March 5, 2014, Mr. Saxon received restricted stock units subject to a four-year vesting schedule, vesting one-fourth on each of the first, second, third and fourth 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.

(13) On March 5, 2015, Mr. Saxon received restricted stock units subject to a four-year vesting schedule, vesting one-fourth on each of the first, second, third and fourth 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.

(14) On March 5, 2016, Mr. Saxon received restricted stock units subject to a four-year vesting schedule, vesting one-fourth on each of the first, second, third and fourth 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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