NewStar Financial, Inc. Form 4

January 18, 2008

### 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

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(b).

(Last)

1. Name and Address of Reporting Person \* Corsair Capital LLC

> (First) (Middle)

717 FIFTH AVENUE, 24TH **FLOOR** 

(Street)

2. Issuer Name and Ticker or Trading Symbol

NewStar Financial, Inc. [NEWS]

(Month/Day/Year)

01/18/2008

3. Date of Earliest Transaction

Filed(Month/Day/Year)

4. If Amendment, Date Original

Director

Issuer

Officer (give title below)

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

burden hours per

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

4. Securities Acquired (A) 5. Amount of

Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s) or (Instr. 3 and 4) (D) Price

Common

share

Stock, par value \$0.01 per

01/18/2008

1,680,614 P (1)

Code V

\$ 10 9,704,972 (2) I

(A)

See Footnotes

(3)(4)

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

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SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director Corsair Capital LLC X

717 FIFTH AVENUE, 24TH FLOOR NEW YORK, NY 10022

# **Signatures**

/s/ Amy M. Soeda, Chief Financial Officer of the Reporting Person

01/18/2008

\*\*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).
- Consists of 1,600,801 shares held directly by Corsair III Financial Services Capital Partners, L.P. ("Corsair III") and 79,813 shares held (1) directly by Corsair III Financial Services Offshore 892 Partners, L.P. ("Corsair III Offshore"). Corsair III Management, L.P. is the General Partner of Corsair III and Corsair III Offshore. The Reporting Person is the General Partner of Corsair III Management, L.P.
  - Consists of (a) the securities listed in Column 4, (b) 2,209,238 and 110,148 shares held directly by Corsair III and Corsair III Offshore, respectively, each of which were acquired on 11/29/2007 and reported in the Statement of Changes in Beneficial Ownership of Securities filed by the Reporting Person on 12/03/2007 and (c) 5,704,972 shares held directly by J.P. Morgan Corsair II Capital Partners, L.P.
- ("Corsair II"), including 200,174 shares which may be acquired by Corsair II by exercise at any time at the option of Corsair II of one warrant. The General Partner of Corsair II, is Corsair II, L.P., the General Partner of Corsair II, L.P. is Corsair II, L.L.C., and the Managing Member of Corsair II, L.L.C. is Corsair PTJB, LLC. The Reporting Person is the Manager of Corsair PTJB, LLC.
  - The Reporting Person is filing solely in its capacity as General Partner of Corsair III Management, L.P. and as Manager of Corsair PTJB, LLC. By reason of the provisions of Rule 13d-3(a) of the Securities Exchange Act of 1934, the Reporting Person and Corsair III
- (3) Management L.P. may be deemed to beneficially own the securities held by Corsair III and Corsair III Offshore, although each of the Reporting Person and Corsair III Management L.P., respectively, disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interests therein. (Text continues in Note 4).
- (Text continued from Note 3) By reason of the provisions of Rule 13d-3(a) of the Securities Exchange Act of 1934, the Reporting Person, Corsair II, L.P., Corsair II, L.L.C. and Corsair PTJB, LLC may be deemed to beneficially own the securities held by Corsair II, although

Reporting Owners 2

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each of the Reporting Person, Corsair II, L.P., Corsair II, L.L.C. and Corsair PTJB, LLC, respectively, disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interests therein. The Reporting Person holds the securities indirectly through Corsair II, Corsair III and Corsair III Offshore.

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.