

THORNBURGH RICHARD E
Form 4
November 20, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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 *
THORNBURGH RICHARD E

(Last) (First) (Middle)

C/O NEWSTAR FINANCIAL, INC., 500 BOYLSTON STREET, SUITE 1250

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NewStar Financial, Inc. [NEWS]

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/20/2012		M	15,000	A	\$ 6.4	68,802 D ⁽¹⁾
Common Stock	11/20/2012		M	15,000	A	\$ 2.2	83,802 D ⁽¹⁾
Common Stock	11/20/2012		M	10,000	A	\$ 8.28	93,802 D ⁽¹⁾
Common Stock	11/20/2012		M	10,000	A	\$ 10.11	103,802 D ⁽¹⁾

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.4	11/20/2012		M	15,000	<u>(2)</u> 05/14/2015	Common Stock	15,000
Stock Option (Right to Buy)	\$ 2.2	11/20/2012		M	15,000	<u>(3)</u> 05/13/2016	Common Stock	15,000
Stock Option (Right to Buy)	\$ 8.28	11/20/2012		M	10,000	<u>(4)</u> 05/12/2017	Common Stock	10,000
Stock Option (Right to Buy)	\$ 10.11	11/20/2012		M	10,000	<u>(5)</u> 05/11/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THORNBURGH RICHARD E
C/O NEWSTAR FINANCIAL, INC.
500 BOYLSTON STREET, SUITE 1250
BOSTON, MA 02116

X

Signatures

John K. Bray as
attorney-in-fact

11/20/2012

__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).

- The reporting person is also a member of the parent of the entity that advises J.P. Morgan Corsair II Capital Partners, L.P., Corsair III Financial Services Capital Partners, L.P. and Corsair III Financial Services 892 Partners, L.P. (collectively, the "Corsair Entities").
- (1) The Corsair Entities beneficially own 9,704,972 shares of the Issuer, 200,174 of which are derivative securities. The reporting person disclaims beneficial ownership of such shares.
 - (2) This option is for a total of 15,000 shares which vested in three substantially equal installments on May 14, 2009, 2010 and 2011.
 - (3) This option is for a total of 15,000 shares which vested in three substantially equal installments on May 13, 2010, 2011 and 2012.
 - (4) The option is vested as to 10,000 shares and the remaining 5,000 shares will vest on May 12, 2013.
 - (5) This option is for a total of 10,000 shares which vested in full on May 11, 2012.

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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