

KINGSTONE COMPANIES, INC.

Form FWP

December 14, 2017

Filed Pursuant to Rule 433

Supplementing the Preliminary Prospectus Dated December 14, 2017

Registration No. 333-221615

December 14, 2017

\$30,000,000

5.50% Senior Unsecured Notes due 2022

This term sheet relates only to the securities described below and supplements and should be read together with the preliminary prospectus supplement dated December 13, 2017 and the accompanying prospectus (including the documents incorporated by reference therein) relating to those securities. Capitalized terms used in this term sheet but not defined have the meanings given to them in such preliminary prospectus supplement.

Issuer: Kingstone  
Companies, Inc.  
("Kingstone")

Type of Security: Senior Unsecured  
Notes (the "Notes")

Principal Amount Offered: \$30,000,000

Ratings: Kroll Bond Rating Agency: BBB- / AM Best: bbb- A rating is not a recommendation to buy, sell or hold securities. Ratings may be subject to revision or withdrawal at any time by the assigning rating organization. Each rating agency has its own methodology for assigning ratings and, accordingly, each rating should be evaluated

independently of  
any other rating.

Trade Date: December 14,  
2017

Settlement Date (T+3): December 19,  
2017

Maturity Date: December 30,  
2022

Interest Rate: 5.50%

Issue Price: 99.456%

Yield to Investors: 5.625%

Interest Payment Dates: June 30 and  
December 30 of  
each year,  
beginning on June  
30, 2018



Day Count  
Convention: 30/360

Denominations: \$1,000  
denominations  
and \$1,000  
integral  
multiples

Use of  
Proceeds: Kingstone  
intends to use  
the net  
proceeds from  
the offering  
primarily to  
support organic  
growth,  
including  
contributions  
to Kingstone  
Insurance  
Company.  
Remaining  
funds will be  
utilized for  
general  
corporate  
purposes.

Optional  
Redemption: Kingstone may  
redeem some  
or all of the  
Notes at any  
time, or from  
time to time, at  
a redemption  
price equal to  
the greater of  
(1) 100% of  
the principal  
amount of the  
Notes to be  
redeemed or  
(2) the sum of  
the present  
values of the  
remaining  
scheduled

payments of principal and interest (exclusive of accrued and unpaid interest to the date of redemption) on the Notes to be redeemed, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) using the applicable Treasury Rate plus 50 basis points, plus, in each case, accrued and unpaid interest to, but excluding, the redemption date.

Events of Default; remedies:

The Notes will contain events of default, the occurrence of which may result in the acceleration of Kingstone's obligations under the notes in certain circumstances.

Certain Covenants:

The Notes will be issued under an indenture and supplemental indenture

(collectively,  
the “Indenture”)  
to be dated as  
of the issuance  
date between  
Kingstone and  
the Trustee.  
The Indenture  
contains  
covenants that,  
among other  
things, limit:  
(i) the ability  
of Kingstone to  
merge or  
consolidate, or  
lease, sell,  
assign or  
transfer all or  
substantially  
all of its assets;  
(ii) the ability  
of Kingstone to  
sell or  
otherwise  
dispose of the  
equity  
securities of  
certain of its  
subsidiaries;  
(iii) the ability  
of certain of  
Kingstone’s  
subsidiaries to  
issue equity  
securities; (iv)  
the ability of  
Kingstone to  
permit certain  
of its  
subsidiaries to  
merge or  
consolidate, or  
lease, sell,  
assign or  
transfer all or  
substantially  
all of their  
respective  
assets; and (v)  
the ability of

Kingstone and  
its subsidiaries  
to incur debt  
secured by  
equity  
securities of  
certain of its  
subsidiaries.





Further  
Issuances:

Kingstone may, from time to time, without notice to or consent of the holders, increase the aggregate principal amount of the Notes outstanding by issuing additional Notes in the future with the same terms as the Notes, except for the issue date and offering price, and such additional Notes shall be consolidated with the Notes issued in this offering and form a single series.

Trustee:

Wilmington Trust, National Association

CUSIP/ISIN:

496719 AA3/  
US496719AA34

Sole  
Book-Running  
Manager:

Sandler O'Neill + Partners, L.P.

The Issuer has filed a registration statement (including a prospectus supplement) on Form S-3 (File No. 333-221615) with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates. Before you invest, you should read the prospectus in the registration statement and the other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, you can request the prospectus by calling Sandler O'Neill at (866) 805-4128.