

NewStar Financial, Inc.
Form 4
May 16, 2008

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.
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COOPER BRADLEY E

(Last) (First) (Middle)

**C/O NEWSTAR FINANCIAL,
INC., 500 BOYLSTON STREET,
SUITE 1600**

(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)

05/14/2008

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)

See Footnotes (1), (2) and (3)

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)
Common Stock, par value \$0.01 per share	05/14/2008		A	5,000	A \$ 0 5,000	D	
Common Stock, par value \$0.01 per share					7,834,184 ⁽¹⁾ <u>(2) (3)</u>	I	See Footnote (1) (2) (3)

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.4	05/14/2008		A		5,000	(4) 05/14/2015	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER BRADLEY E C/O NEWSTAR FINANCIAL, INC. 500 BOYLSTON STREET, SUITE 1600 BOSTON, MA 02116	X		See Footnotes (1), (2) and (3)	

Signatures

/s/ Daniel K. Crowley as Attorney-in-Fact for Bradley E.
Cooper

05/16/2008

__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).

- (1) Includes securities of the Issuer directly held by Capital Z Financial Services Fund II, L.P. ("Capital Z"), Capital Z Financial Services Private Fund II, L.P. ("Capital Z Private Fund") and Capital Z Management, LLC ("Capital Z Management") as well as securities of the Issuer directly owned by Union Square Partners, L.P. ("Union Square"). The sole general partner of Capital Z and Capital Z Private Fund is Capital Z Partners, L.P. ("Capital Z L.P."), and the sole general partner of Capital Z L.P. is Capital Z Partners Ltd. Union Square GP, L.P. ("Union Square LP") is the general partner of Union Square. Union Square GP, Ltd. ("Union Square GP") is the general partner of Union Square LP and the ultimate general partner of Union Square. Union Square Partners Management, LLC ("Union Square Partners Management") is the investment authority for Union Square, its principal business is performing investment management services for

Union Square.

- (2) Union Square Partners Management, Union Square GP, Union Square LP and Union Square may be deemed to be part of a "group" along with Capital Z, Capital Z Private Fund, Capital Z Ltd., Capital Z LP and Capital Z Management (within the meaning of Rule 13d-5(b) under the Securities Exchange of 1934, as amended and incorporated by reference in Rule 16a-1 of the Exchange Act) but each individual entity described above disclaims beneficial ownership of securities held by any other entity except to the extent of any indirect pecuniary interest therein (within the meaning of Rule 16a-1 of the Exchange Act) in an indeterminate portion of the securities beneficially owned by such other entity.

- (3) Mr. Cooper is a shareholder of Capital Z Partners Ltd. and an officer and co-owner of Capital Z Management. Mr. Cooper is also an officer and co-owner of Union Square Partners Management. Mr. Cooper may be deemed to be part of the group along with Capital Z, Capital Z Private Fund, Capital Z Ltd, Capital Z LP, Capital Z Management, Union Square GP, Union Square LP, Union Square and Union Square Partners Management and may be deemed to be the beneficial owner of the the securities held by such entities, although Mr. Cooper disclaims beneficial ownership of such securities except to the extent of any indirect pecuniary interest therein (within the meaning of Rule 16a-1 of the Exchange Act) in an indeterminate portion of the securities beneficially owned by Capital Z, Capital Z Private Fund, Capital Z LP, Capital Z Ltd., Capital Z Management, Union Square GP, Union Square LP, Union Square and Union Square Partners Management.

- (4) The option will vest and become exercisable in three substantially equal installments on May 14, 2009, 2010 and 2011.

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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