

LEUCADIA NATIONAL CORP  
 Form 4/A  
 September 22, 2016

**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 \*  
 STEINBERG JOSEPH S

2. Issuer Name and Ticker or Trading Symbol  
 LEUCADIA NATIONAL CORP  
 [LUK]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board

(Last) (First) (Middle)  
 C/O LEUCADIA NATIONAL CORPORATION, 520 MADISON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
 09/21/2016

(Street)  
 NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)  
 09/21/2016

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |                             |            |   |                            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------------|------------|---|----------------------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price                       |            |   |                            |
| Common Stock                    | 09/21/2016                           |  | S <sup>(1)</sup>               |   | 200,000   | D  |   | \$<br>19.0397<br><u>(2)</u> | 1,992,687  | D |                            |
| Common Stock                    |                                      |  |                                |   |   |  |   |                             | 19,778,046 | I | See explanation <u>(3)</u> |

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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| STEINBERG JOSEPH S<br>C/O LEUCADIA NATIONAL CORPORATION<br>520 MADISON AVENUE<br>NEW YORK, NY 10022 |               |           | Chairman of the Board |       |

## Signatures

Roland T. Kelly, by power of attorney  
Date: 09/22/2016

\*\*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) This report reflects the sale of shares by Diane Steinberg, the Reporting Person's spouse, who held, controlled, and sold the shares.
- (2) Details available upon request.
- (3) Consists of shares held by corporations that are owned by the Reporting Person as to which the Reporting Person has sole voting and dispositive control and 2,339,712 common shares held in trust for the Reporting Person's children.

### Remarks:

This report reflects the sale of shares by Diane Steinberg, the Reporting Person's spouse, who held, controlled, and sold the shares.

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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