

TIPTREE FINANCIAL INC.
Form 4
April 15, 2015

FORM 4

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

OMB APPROVAL

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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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
TIPTREE FINANCIAL INC. [TIPT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/28-04:00/2014

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

NEW YORK, NY 10282

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

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)
				(A) or (D)	Price		
Class A Common Stock	10/28-04:00/2014		P	751	A 7.6816 (5)	5,609,819	I See footnotes (1) (2) (3) (5) (31)
Class A Common Stock	10/28-04:00/2014		S	703	D 7.7753 (6)	5,609,116	I See footnotes (1) (2) (3) (5) (31)
Class A Common Stock	10/29-04:00/2014		P	372	A 8.1717 (7)	5,609,488	I See footnotes (1) (2) (3) (5) (31)

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Class A Common Stock	10/29-04:00/2014	S	1,549	D	\$ 8.2318 (8)	5,607,939	I	See footnotes (1) (2) (3) (8) (31)
Class A Common Stock	10/30-04:00/2014	P	386	A	\$ 7.9988 (9)	5,608,325	I	See footnotes (1) (2) (3) (9) (31)
Class A Common Stock	10/30-04:00/2014	S	386	D	\$ 7.9988 (10)	5,607,939	I	See footnotes (1) (2) (3) (10) (31)
Class A Common Stock	10/31-04:00/2014	P	1,248	A	\$ 8.0194 (11)	5,609,187	I	See footnotes (1) (2) (3) (11) (31)
Class A Common Stock	10/31-04:00/2014	S	1,373	D	\$ 8.0249 (12)	5,607,814	I	See footnotes (1) (2) (3) (12) (31)
Class A Common Stock	11/03-05:00/2014	P	356	A	\$ 7.872 (13)	5,608,170	I	See footnotes (1) (2) (3) (13) (31)
Class A Common Stock	11/03-05:00/2014	S	387	D	\$ 7.8662 (14)	5,607,783	I	See footnotes (1) (2) (3) (14) (31)
Class A Common Stock	11/04-05:00/2014	P	322	A	\$ 7.7631 (15)	5,608,105	I	See footnotes (1) (2) (3) (15) (31)
Class A Common Stock	11/04-05:00/2014	S	239	D	\$ 7.7164 (16)	5,607,866	I	See footnotes (1) (2) (3) (16) (31)
Class A Common Stock	11/05-05:00/2014	P	323	A	\$ 8.023 (17)	5,608,189	I	See footnotes (1) (2) (3) (17) (31)
Class A Common Stock	11/05-05:00/2014	S	323	D	\$ 8.023 (18)	5,607,866	I	See footnotes (1) (2) (3) (18) (31)
	11/06-05:00/2014	P	1,228	A		5,609,094	I	

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Class A Common Stock					\$ 8.1948 <u>(19)</u>				See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(19)</u> <u>(31)</u>
Class A Common Stock	11/06-05:00/2014	S	771	D	\$ 8.1442 <u>(20)</u>	5,608,323	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(20)</u> <u>(31)</u>
Class A Common Stock	11/07-05:00/2014	P	473	A	\$ 7.68	5,608,796	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Class A Common Stock	11/07-05:00/2014	S	1,789	D	\$ 7.7569 <u>(21)</u>	5,607,007	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(21)</u> <u>(31)</u>
Class A Common Stock	11/10-05:00/2014	P	402	A	\$ 7.9629 <u>(22)</u>	5,606,476	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(22)</u> <u>(31)</u>
Class A Common Stock	11/10-05:00/2014	S	933	D	\$ 8.0476 <u>(23)</u>	5,606,476	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(23)</u> <u>(31)</u>
Class A Common Stock	11/11-05:00/2014	P	219	A	\$ 8.0194 <u>(24)</u>	5,606,695	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(24)</u> <u>(31)</u>
Class A Common Stock	11/11-05:00/2014	S	5	D	\$ 7.825	5,606,690	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Class A Common Stock	11/12-05:00/2014	P	101	A	\$ 7.9796 <u>(25)</u>	5,606,791	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(25)</u> <u>(31)</u>
Class A Common Stock	11/12-05:00/2014	S	23	D	\$ 8.08	5,606,768	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Class A Common Stock	11/13-05:00/2014	P	33	A	\$ 8.0653 <u>(26)</u>	5,606,801	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(26)</u> <u>(31)</u>
Class A Common Stock	11/13-05:00/2014	S	33	D	\$ 8.0653 <u>(27)</u>	5,606,768	I		See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(27)</u> <u>(31)</u>

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Class A Common Stock	11/14-05:00/2014	P	9	A	\$ 7.5547	5,606,777	I	See footnotes (1) (2) (3)
Class A Common Stock	11/14-05:00/2014	S	59	D	\$ 7.6947 (28)	5,606,718	I	See footnotes (1) (2) (3) (28) (31)
Class A Common Stock	11/17-05:00/2014	P	368	A	\$ 7.5251 (29)	5,607,086 (4)	I	See footnotes (1) (2) (3) (4) (29) (31)
Class A Common Stock	11/17-05:00/2014	S	368	D	\$ 7.5251 (30)	5,607,047 (4)	I	See footnotes (1) (2) (3) (4) (30) (31)

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOLDMAN SACHS GROUP INC
200 WEST STREET
NEW YORK, NY 10282

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- (19) Reflects a weighted average purchase price of \$8.1948 per share, at prices ranging from \$7.944 to \$8.28 per share.
- (20) Reflects a weighted average sale price of \$8.1442 per share, at prices ranging from \$7.944 to \$8.28 per share.
- (21) Reflects a weighted average sale price of \$7.7569 per share, at prices ranging from \$7.53 to \$8.09 per share.
- (22) Reflects a weighted average purchase price of \$7.9629 per share, at prices ranging from \$7.70 to \$8.05 per share.
- (23) Reflects a weighted average sale price of \$8.0476 per share, at prices ranging from \$7.61 to \$8.05 per share.
- (24) Reflects a weighted average purchase price of \$8.0194 per share, at prices ranging from \$7.825 to \$8.08 per share.
- (25) Reflects a weighted average purchase price of \$7.9796 per share, at prices ranging from \$7.95 to \$8.08 per share.
- (26) Reflects a weighted average purchase price of \$8.0653 per share, at prices ranging from \$7.72 to \$8.21 per share.
- (27) Reflects a weighted average sale price of \$8.0653 per share, at prices ranging from \$7.72 to \$8.21 per share.
- (28) Reflects a weighted average sale price of \$7.6947 per share, at prices ranging from \$7.5547 to \$7.7199 per share.
- (29) Reflects a weighted average purchase price of \$7.5251 per share, at prices ranging from \$7.4919 to \$7.53 per share.
- (30) Reflects a weighted average sale price of \$7.5251 per share, at prices ranging from \$7.4919 to \$7.53 per share.
- (31) Upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided.

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.