

CAPITAL Z PARTNERS LTD
 Form 4
 February 15, 2013

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 *
 Capital Z Partners III GP, Ltd.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 142 WEST 57TH STREET,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/29/2012

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

See Remarks Section

NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$0.01 par value | | | | (A) or (D) Price | 4,000,000 | I (1) | See Footnote (1) |
| Common Stock, \$0.01 par value | 11/29/2012 | | J(4) | 9,945 D \$ 0 | 5,526,441 | I (2) (3) | See Footnote (2) (3) |

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 Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Capital Z Partners III GP, Ltd. 142 WEST 57TH STREET NEW YORK, NY 10019 | | | | See Remarks Section |
| Capital Z Partners III, L.P. 230 PARK AVENUE SOUTH 11TH FLOOR NEW YORK, NY 10003 | | | | See Remarks Section |
| Capital Z Partners III GP, L.P. 230 PARK AVENUE SOUTH 11TH FLOOR NEW YORK, NY 10003 | | | | See Remarks Section |
| CAPITAL Z FINANCIAL SERVICES FUND II LP ONE CHASE MANHATTAN PLAZA NEW YORK, NY 10005 | | | | See Remarks Section |
| CAPITAL Z PARTNERS LP ONE CHASE MANHATTAN PLAZA NEW YORK, NY 10005 | | | | See Remarks Section |
| CAPITAL Z PARTNERS LTD ONE CHASE MANHATTAN PLAZA NEW YORK, NY 10005 | | | | See Remarks Section |
| | | | | See Remarks Section |

Capital Z Partners Management, LLC
230 PARK AVENUE
11TH FLOOR
NEW YORK, NY 10003

CAPITAL Z FINANCIAL SERVICES PRIVATE FUND II,
L.P.
54 THOMPSON ST.
NEW YORK, NY 10012

See Remarks Section

Capital Z Management, LLC
142 WEST 57TH STREET
3RD FLOOR
NEW YORK, NY 10019

See Footnote (1)

Signatures

/s/ Craig Fisher, Authorized Signatory for Capital Z Partners III GP,
Ltd.

02/15/2013

__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) Due to the limitation on the amount of characters used, please see Item 1 of Exhibit 99.2 Explanation of Response.
- (2) Due to the limitation on the amount of characters used, please see Item 2 of Exhibit 99.2 Explanation of Response.
- (3) The shareholders of Capital Z Ltd and CZPM, including Bradley Cooper, are officers and co-owners of CZM. Mr. Cooper is also a director of the Issuer.
- (4) CZM transferred to its owners on a pro rata basis the shares for no consideration on the Transaction Date, including 3,315 shares to Mr. Cooper.

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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