

Gorelik Ariel
 Form 4
 December 03, 2018

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 *
 Gorelik Ariel

2. Issuer Name and Ticker or Trading Symbol
 Amtrust Financial Services, Inc.
 [AFSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/29/2018

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 SVP, Chief Information Officer

C/O AMTRUST FINANCIAL SERVICES, INC., 59 MAIDEN LANE, 43RD FLOOR

(Street)

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

NEW YORK, NY 10038

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

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| 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) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 11/29/2018 | | <u>D</u> ⁽²⁾ | | 312 | <u>(3)</u> | <u>(3)</u> | Common Stock 312 |
| Restricted Stock Units | <u>(1)</u> | 11/29/2018 | | <u>D</u> ⁽²⁾ | | 1,433 | <u>(4)</u> | <u>(4)</u> | Common Stock 1,433 |
| Restricted Stock Units | <u>(1)</u> | 11/29/2018 | | <u>D</u> ⁽²⁾ | | 10,776 | <u>(5)</u> | <u>(5)</u> | Common Stock 10,776 |
| Restricted Stock Units | <u>(1)</u> | 11/29/2018 | | <u>D</u> ⁽²⁾ | | 16,065 | <u>(6)</u> | <u>(6)</u> | Common Stock 16,065 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gorelik Ariel C/O AMTRUST FINANCIAL SERVICES, INC. 59 MAIDEN LANE, 43RD FLOOR NEW YORK, NY 10038 | | | SVP, Chief Information Officer | |

Signatures

/s/ Ariel Gorelik 12/03/2018

**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) When granted, each restricted stock unit represented a contingent right to receive one share of AmTrust Financial Services, Inc.'s common stock.

(2) Pursuant to the Agreement and Plan of Merger, dated as of March 1, 2018 and as amended June 6, 2018, by and among AmTrust Financial Services, Inc., Evergreen Parent, L.P. and Evergreen Merger Sub, Inc. (the "Merger Agreement"), each outstanding restricted stock unit was canceled and converted into a right to receive on the vesting date originally applicable to such restricted stock unit, subject to the terms applicable to such restricted stock unit, a cash payment equal to \$14.75 per share, without interest, less any applicable withholding taxes, multiplied by the number of restricted stock units vesting on that vesting date.

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- (3) On May 23, 2015, Mr. Gorelik received restricted stock units subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date.
- (4) On May 23, 2016, Mr. Gorelik received restricted stock units subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date.
- (5) On May 23, 2017, Mr. Gorelik received restricted stock units subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date.
- (6) On March 27, 2018, Mr. Gorelik received restricted stock units subject to a four-year vesting schedule, vesting on each March 5th of the first, second, third and fourth years following the grant date.

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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