

TIPTREE FINANCIAL INC.  
Form 3  
July 05, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement  |  | 3. Issuer Name and Ticker or Trading Symbol   |  |
| Â NOMURA SECURITIES CO LTD                |         |          | (Month/Day/Year)  |  | TIPTREE FINANCIAL INC. [TIPT]   |  |
| (Last)                                    | (First) | (Middle) | 06/23/2016  |  |   |  |
| 1-9-1<br>NIHONBASHI,Â CHUO-KU             |         |          |   |  | 4. Relationship of Reporting Person(s) to Issuer  |  |
| (Street)                                  |         |          |   |  | (Check all applicable)  |  |
| TOKYO,Â M0Â 103-8011                      |         |          |   |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (City)                                    | (State) | (Zip)    |   |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|   |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  | <input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock               | 3,273,701  | D <sup>(1)</sup>  | Â  |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                     |                    |       |                                  |          |  |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NOMURA SECURITIES CO LTD<br>1-9-1 NIHONBASHI<br>CHUO-KU<br>TOKYO, M0 103-8011 | Â             | Â X       | Â       | Â     |
| NOMURA HOLDINGS INC<br>1-9-1 NIHONBASHI<br>CHUO-KU<br>TOKYO, M0 103-8645      | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Hideo Kitano                      07/04/2016

\_\_Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares of Class A Common Stock are owned directly by Nomura Securities Co., Ltd. ("NSC"), which is a wholly owned subsidiary of Nomura Holdings, Inc. ("NHI"), and accordingly NHI may be deemed to beneficially own the shares of Class A Common Stock held by NSC.

Â

### Remarks:

According to a Form 8-K filing by the Issuer on June 23, 2016, the outstanding number of Class

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.