

Ungar Stephen
Form 4
November 30, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ungar Stephen

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, GC and Secretary

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

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)
Common Stock	11/29/2018		D	178,877	(1) 0	D	

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

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information contained in this form are not
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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	(2)	11/29/2018		D(3)		2,714		(4)	(4)	Common Stock	2,714
Restricted Stock Units	(2)	11/29/2018		D(3)		11,150		(5)	(5)	Common Stock	11,150
Restricted Stock Units	(2)	11/29/2018		D(3)		16,065		(6)	(6)	Common Stock	16,065

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ungar Stephen C/O AMTRUST FINANCIAL SERVICES, INC. 59 MAIDEN LANE, 43RD FLOOR NEW YORK, NY 10038			SVP, GC and Secretary	

Signatures

/s/ Stephen
Ungar

11/29/2018

**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).
- Disposed of pursuant to the Agreement and Plan of Merger, dated as of March 1, 2018 and as amended June 6, 2018, by and among
- (1) AmTrust Financial Services, Inc., Evergreen Parent, L.P. ("Parent") and Evergreen Merger Sub, Inc. (the "Merger Agreement") in exchange for \$14.75 per share in cash, without interest, less any applicable withholding taxes (the "Merger Consideration").
 - (2) When granted, each restricted stock unit represented a contingent right to receive one share of AmTrust Financial Services, Inc.'s common stock.
 - (3) Pursuant to the Rollover Agreement dated as of November 29, 2018, among the reporting person and Parent, effective as of the effective time of the merger contemplated by the Merger Agreement, pursuant to which AmTrust Financial Services, Inc. is the Surviving Corporation, these RSUs were converted into the right to receive a number of shares of non-voting common stock of the Surviving Corporation equal to the number of shares of AmTrust Financial Services, Inc. common stock underlying the RSU, upon the vesting dates

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and subject to the vesting conditions originally applicable to the RSUs. Upon vesting and conversion to non-voting common stock of the Surviving Corporation, the non-voting common stock is immediately convertible into Class A limited partnership interests in Parent.

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