

Zyskind Barry D
Form 4
November 30, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Zyskind Barry D

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 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---|--|
| | | | | Code V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/29/2018 | | D | | 13,883,938 | <u>D</u> <u>(1)</u> | <u>(1)</u> | 0 | D | |
| Common Stock | 11/29/2018 | | D | | 783,234 | <u>D</u> <u>(1)</u> | <u>(1)</u> | 0 | I | By trust |
| Common Stock | 11/29/2018 | | D | | 259,276 | <u>D</u> <u>(1)</u> | <u>(1)</u> | 0 | I | By reporting person as UTMA custodian for children |

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| | | | | | | | | |
|--------------|------------|---|------------|-----------------|----------|---|---|-----------------------------------|
| Common Stock | 11/29/2018 | D | 2,945,113 | <u>D</u> (1) | <u>0</u> | 0 | I | By Spouse |
| Common Stock | 11/29/2018 | D | 12,020,000 | <u>D</u> (1) | <u>0</u> | 0 | I | By charitable organization (2) |
| Common Stock | 11/29/2018 | D | 2,413,546 | <u>D</u> (1) | <u>0</u> | 0 | I | By charitable foundation (3) |
| Common Stock | 11/29/2018 | D | 15,504,562 | <u>D</u> (1) | <u>0</u> | 0 | I | By Family Trust |

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

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.

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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | <u>(4)</u> | 11/29/2018 | | <u>D</u> ⁽⁵⁾ | 58,298 | <u>(6)</u> | <u>(6)</u> | Common Stock | 58,298 |
| Restricted Stock Units | <u>(4)</u> | 11/29/2018 | | <u>D</u> ⁽⁵⁾ | 39,157 | <u>(7)</u> | <u>(7)</u> | Common Stock | 39,157 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zyskind Barry D C/O AMTRUST FINANCIAL SERVICES, INC. | X | X | Chairman, President and | |

59 MAIDEN LANE, 43RD FLOOR
NEW YORK, NY 10038

CEO

Signatures

/s/ Barry

Zyskind

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).

Pursuant to the Rollover Agreement dated as of March 1, 2018, among the reporting person and Evergreen Parent, L.P. ("Parent"), the reporting person agreed to contribute these shares to Parent (the "Rollover") in exchange for common limited partnership interests in

- (1) Parent, effective as of the effective time of the merger contemplated by 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., Parent and Evergreen Merger Sub, Inc. (the "Merger Agreement"). For purposes of the Rollover, the reporting person's shares were valued at \$13.50 per share.
- (2) Shares held by Gevurah, a religious organization for which the reporting person is a trustee and officer and over which he shares voting power and control with two other trustees.
- (3) Shares held by Teferes Foundation, a charitable foundation controlled by the reporting person.
- (4) When granted, each restricted stock unit represented a contingent right to receive one share of AmTrust Financial Services, Inc.'s common stock.

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

- (5) 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 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 limited partnership interests in Parent.
- (6) On March 5, 2016, Mr. Zyskind received restricted stock units with a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date.
- (7) On March 27, 2018, Mr. Zyskind received restricted stock units with a four-year vesting schedule, vesting 25% annually on the first, second, third and fourth March 5th 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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