

Saxon Michael J  
 Form 4  
 November 30, 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 \*  
 Saxon Michael J

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)  
 EVP - U.S. Commercial Lines

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 Beneficial Ownership (Instr. 4)
Common Stock	11/29/2018		D	552,953	\$ 14.75	0	D

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. Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	11/29/2018		D <sup>(3)</sup>	6,496	<u>(4)</u> <u>(4)</u>	Common Stock	6,496
Restricted Stock Units	<u>(2)</u>	11/29/2018		D <sup>(3)</sup>	13,602	<u>(5)</u> <u>(5)</u>	Common Stock	13,602
Restricted Stock Units	<u>(2)</u>	11/29/2018		D <sup>(3)</sup>	8,672	<u>(6)</u> <u>(6)</u>	Common Stock	8,672
Restricted Stock Units	<u>(2)</u>	11/29/2018		D <sup>(3)</sup>	28,113	<u>(7)</u> <u>(7)</u>	Common Stock	28,113

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Saxon Michael J  
 C/O AMTRUST FINANCIAL SERVICES, INC.  
 59 MAIDEN LANE, 43RD FLOOR  
 NEW YORK, NY 10038

EVP - U.S. Commercial Lines

## Signatures

/s/ Michael J.

Saxon

11/30/2018

\*\*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 amended as of June 6, 2018, by and among

(1) AmTrust Financial Services, Inc., Evergreen Parent, L.P. 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.

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- Pursuant to 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, without interest, equal to the Merger Consideration, multiplied by the number of restricted stock units vesting on that vesting date.
- (3) On March 5, 2015, Mr. Saxon received restricted stock units subject to a four-year vesting schedule, vesting 25% on each of the first, second, third and fourth anniversaries of the grant date.
  - (4) On March 5, 2016, Mr. Saxon 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. Saxon received restricted stock units subject to a four-year vesting schedule, vesting one-fourth on each March 5th of the first, second, third and fourth years following the grant date.
  - (6) On March 27, 2018, Mr. Saxon received restricted stock units subject to a four-year vesting schedule, vesting one-fourth 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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