

LONGO CHRISTOPHER
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 *
LONGO CHRISTOPHER

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)
EVP, Chief Operating 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/29/2018 | | D | 662,993 | \$ 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 | (2) | 11/29/2018 | | D ⁽³⁾ | 5,568 | (4) (4) | Common Stock | 5,568 |
| Restricted Stock Units | (2) | 11/29/2018 | | D ⁽³⁾ | 13,602 | (5) (5) | Common Stock | 13,602 |
| Restricted Stock Units | (2) | 11/29/2018 | | D ⁽³⁾ | 8,052 | (6) (6) | Common Stock | 8,052 |
| Restricted Stock Units | (2) | 11/29/2018 | | D ⁽³⁾ | 26,105 | (7) (7) | Common Stock | 26,105 |

Reporting Owners

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

Signatures

/s/ Christopher Longo
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).

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)
 - (4) On March 5, 2015, Mr. Longo 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.
 - (5) On March 5, 2016, Mr. Longo 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 April 5, 2017, Mr. Longo received restricted stock units subject to a four-year vesting schedule, vesting 25% annually on the first, second, third and fourth March 5th following the grant date.
 - (7) On March 27, 2018, Mr. Longo received restricted stock units subject to 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. 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.