

Saxon Michael J
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

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

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP - U.S. Commercial Lines

NEW YORK, NY 10038

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

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

(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 Ownership 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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information contained in this form are not
required to respond unless the form
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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. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	11/29/2018		D(3)		6,496		(4)	(4)	Common Stock	6,496
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)		8,672		(6)	(6)	Common Stock	8,672
Restricted Stock Units	(2)	11/29/2018		D(3)		28,113		(7)	(7)	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)
 - (4) 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.
 - (5) 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.
 - (6) 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.
 - (7) 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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