

HALLMARK FINANCIAL SERVICES INC
 Form 4
 January 04, 2012

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 *
 NEWCASTLE SPECIAL
 OPPORTUNITY FUND II, L.P.

2. Issuer Name and Ticker or Trading Symbol
 HALLMARK FINANCIAL
 SERVICES INC [HALL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 CRESCENT COURT, SUITE
 1400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman / see attached explanation

DALLAS, TX 75201

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

(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 | 12/31/2011 | | J ⁽¹⁾ | V Amount (D) Price | \$ 0 500,000 | D <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | |

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| NEWCASTLE SPECIAL OPPORTUNITY FUND II, L.P. 200 CRESCENT COURT SUITE 1400 DALLAS, TX 75201 | X | X | Chairman | see attached explanation |
| NEWCASTLE PARTNERS L P 200 CRESCENT COURT STE 1400 DALLAS, TX 75201 | | | | see attached explanation |
| NEWCASTLE CAPITAL MANAGEMENT LP 200 CRESCENT COURT STE 1400 DALLAS, TX 75201 | | | | see attached explanation |
| NEWCASTLE CAPITAL GROUP LLC 200 CRESCENT COURT STE 1400 DALLAS, TX 75201 | | | | see attached explanation |
| Newcastle Focus Fund II LP 200 CRESCENT COURT SUITE 1400 DALLAS, TX 75201 | | | | see attached explanation |
| NEWCASTLE SPECIAL OPPORTUNITY FUND I, L.P. 200 CRESCENT COURT SUITE 1400 DALLAS, TX 75201 | | | | see attached explanation |

DETROIT STOKER Co
1510 E. FIRST ST.
MONROE, MI 48161

see attached
explanation

DSC Services, Inc.
200 CRESCENT COURT
SUITE 1400
DALLAS, TX 75201

see attached
explanation

SCHWARZ MARK E
200 CRESCENT COURT
STE 1400
DALLAS, TX 75201

X X Chairman

see attached
explanation

Signatures

Newcastle Special Opportunity Fund II, L.P., By: Newcastle Capital Management, L.P., its general partner, By: Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member

01/04/2012

__Signature of Reporting Person

Date

Newcastle Partners, L.P., By: Newcastle Capital Management, L.P., its general partner, By: Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member

01/04/2012

__Signature of Reporting Person

Date

Newcastle Capital Management, L.P., its general partner, By: Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member

01/04/2012

__Signature of Reporting Person

Date

Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member

01/04/2012

__Signature of Reporting Person

Date

Newcastle Special Opportunity Fund I, L.P., By: Newcastle Capital Management, L.P., its general partner, By: Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member

01/04/2012

__Signature of Reporting Person

Date

Focus Fund II, L.P., By: Newcastle Capital Management, L.P., its general partner, By: Newcastle Capital Group, L.L.C. its general partner, By: /s/ Mark E. Schwarz, its managing member

01/04/2012

__Signature of Reporting Person

Date

DSC Services, Inc.

01/04/2012

__Signature of Reporting Person

Date

Detroit Stoker Company, L.L.C.

01/04/2012

__Signature of Reporting Person

Date

/s/ Mark E. Schwarz

01/04/2012

__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).

(1) Constitutes a distribution of shares to partners of NSOFII as of December 31,2011.

The Reporting Persons are members of a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended and accordingly may be deemed to beneficially own Shares of the Issuer's Common Stock owned in the aggregate by the other members of the Section 13(d) group. The Section 13(d) group consists of Newcastle Partners, L.P. ("NP"), Newcastle Capital Management, L.P. (NCM"), Newcastle Capital Group, L.L.C. ("NCG"), Newcastle Special Opportunity Fund I, L.P. ("NSOF I"),

(2) Newcastle Special Opportunity Fund II, L.P. ("NSOF II"), Newcastle Focus Fund II, L.P. ("NFF"), DSC Services, Inc. ("DSC"), Detroit Stoker Company, LLC ("Detroit Stoker"), Mark E. Schwarz ("Schwarz"), John Murray ("Murray") and Clinton J. Coleman ("Coleman"). Each Reporting Person disclaims beneficial ownership of the shares of the Issuer's Common Stock owned by the other members of the Section 13(d) group except to the extent of its pecuniary interest therein.

NCM is the general partner of each of NP, NSOFI, NSOFII and NFF. NCG is the general partner of NCM, and Schwarz is the managing member of NCG. Accordingly, each of NCM, NCG and Schwarz may be deemed to beneficially own the shares directly owned by any of

(3) NP, NSOFI, NSOFII and NFF. In addition, DSC is the parent company of Detroit Stoker, and Schwarz and NCG together own all of the outstanding shares of DSC. Accordingly, each of Schwarz and DSC may be deemed to beneficially own the shares directly owned by Detroit Stoker.

(4) NSOFII directly holds 500,000 shares of the Issuer's Common Stock.

(5) Murray and Coleman are officers of NCM.

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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