

TIPTREE FINANCIAL INC.
Form 5
February 16, 2016

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
NOMURA SECURITIES CO LTD

(Last) (First) (Middle)

1-9-1 NIHONBASHI, CHUO-KU

(Street)

TOKYO, M0 103-8011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIPTREE FINANCIAL INC. [TIPT]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

___ Form Filed by One Reporting Person
X Form Filed by More than One Reporting Person

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|---------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Class A Common Stock | Â | Â | 3 | Â | Â | Â | Â | D (1) | Â |
| Class A Common Stock | 11/03/2014 | Â | J4 | 2,595,903 | A | \$ (2) | 3,730,665 | D (1) | Â |
| Class A Common Stock | 10/30/2015 | Â | S4 | 3,700 | D | \$ 6.82 | 3,726,965 | D (1) | Â |

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| | | | | | | | | | |
|----------------------------|------------|---|----|--------|---|--------------|-----------|------------------|---|
| Class A Common Stock | 11/02/2015 | Â | S4 | 10,314 | D | \$ 6.9694 | 3,716,651 | D ⁽¹⁾ | Â |
| Class A Common Stock | 11/03/2015 | Â | S4 | 6,727 | D | \$ 6.8754 | 3,709,924 | D ⁽¹⁾ | Â |
| Class A Common Stock | 11/30/2015 | Â | S4 | 8,230 | D | \$ 6.8773 | 3,701,694 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/01/2015 | Â | S4 | 5,908 | D | \$ 6.9552 | 3,695,786 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/02/2015 | Â | S4 | 3,529 | D | \$ 6.9034 | 3,692,257 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/03/2015 | Â | S4 | 4,401 | D | \$ 6.5994 | 3,687,856 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/04/2015 | Â | S4 | 3,805 | D | \$ 6.5625 | 3,684,051 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/07/2015 | Â | S4 | 4,400 | D | \$ 6.5514 | 3,679,651 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/08/2015 | Â | S4 | 4,700 | D | \$ 6.5 | 3,674,951 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/14/2015 | Â | S4 | 555 | D | \$ 6.5072 | 3,674,396 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/15/2015 | Â | S4 | 2,954 | D | \$ 6.5078 | 3,671,442 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/16/2015 | Â | S4 | 6,625 | D | \$ 6.671 | 3,664,817 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/17/2015 | Â | S4 | 9,351 | D | \$ 6.6182 | 3,655,466 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/18/2015 | Â | S4 | 7,748 | D | \$ 6.5732 | 3,647,718 | D ⁽¹⁾ | Â |
| Class A Common | 12/21/2015 | Â | S4 | 5,814 | D | \$ 6.6038 | 3,641,904 | D ⁽¹⁾ | Â |

Stock

| | | | | | | | | | |
|----------------------------|------------|---|----|-------|---|--------------|-----------|------------------|---|
| Class A Common Stock | 12/22/2015 | Â | S4 | 6,051 | D | \$ 6.5497 | 3,635,853 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/23/2015 | Â | S4 | 786 | D | \$ 6.5025 | 3,635,067 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/24/2015 | Â | S4 | 3,600 | D | \$ 6.5464 | 3,631,467 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/28/2015 | Â | S4 | 4,771 | D | \$ 6.516 | 3,626,696 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/29/2015 | Â | S4 | 2,053 | D | \$ 6.5512 | 3,624,643 | D ⁽¹⁾ | Â |
| Class A Common Stock | 12/30/2015 | Â | S4 | 1,926 | D | \$ 6.5043 | 3,622,717 | D ⁽¹⁾ | Â |

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.

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(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. Price of Derivative Security (Instr. 5) | 9. of |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|
| Â | Â X | Â | Â |

NOMURA SECURITIES CO LTD
1-9-1 NIHONBASHI
CHUO-KU
TOKYO, M0 103-8011

NOMURA HOLDINGS INC
1-9-1 NIHONBASHI Â Â X Â Â
CHUO-KU
TOKYO, M0 103-8645

Signatures

/s/ Yasuhito 02/16/2016
Tominaga

__Signature of Date
Reporting Person

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).
These shares of Class A Common Stock are owned directly by Nomura Securities Co., Ltd. ("NSC"), which is a wholly owned subsidiary
(1) of Nomura Holdings, Inc. ("NHI"), and accordingly NHI may be deemed to beneficially own the shares of Class A Common Stock held by NSC.
(2) NSC received shares of Class A Common Stock of the Issuer upon conversion of partnership units of Tiptree Financial Partners, L.P. at a conversion price of \$5.3616.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.