

TIPTREE FINANCIAL INC.

Form 5

February 16, 2016

FORM 5**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).
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

OMB APPROVAL

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

(Last) (First) (Middle)

1-9-1 NIHONBASHI, CHUO-KU

(Street)

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)

TOKYO, MO 103-8011

____ Form Filed by One Reporting Person
X 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)	(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	11/03/2014		3					D (1)	
Class A Common Stock	11/03/2014		J4	2,595,903	A	\$ (2)	3,730,665	D (1)	
Class A Common Stock	10/30/2015		S4	3,700	D	\$ 6.82	3,726,965	D (1)	

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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. Amount or Number of Shares
					(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
CHUO-KU
TOKYO, M0 103-8645

Â Â X Â Â

Signatures

/s/ Yasuhito
Tominaga

02/16/2016

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).

- 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.