

HOLMAN ROBERT W JR  
Form 5  
January 10, 2019

**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  
Number: 3235-0362  
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2005  
Estimated average  
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response... 1.0

1. Name and Address of Reporting Person \*  
HOLMAN ROBERT W JR

(Last) (First) (Middle)

C/O ISTAR INC., 1114 AVENUE  
OF THE AMERICAS, 39TH FLR

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
ISTAR INC. [STAR]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10036

☒ 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 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)
Common Stock	11/14/18	11/14/18	11/14/18	11/14/18 Amount (D) Price	70,114	D	11/14/18
Common Stock	11/14/18	11/14/18	11/14/18	11/14/18 Amount (D) Price	40,240	I	Partnership

Reminder: Report on a separate line for each class of  
securities beneficially owned directly or indirectly.

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SEC 2270  
(9-02)

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**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. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Common Stock Equivalents	\$ 0	08/30/2018	Â	A	351 (1) Â	Â (3) Â (3)	Common Stock	351
Comon Stock Equivalents	\$ 0	11/30/2018	Â	A	371 (2) Â	Â (3) Â (3)	Common Stock	371

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOLMAN ROBERT W JR C/O ISTAR INC. 1114 AVENUE OF THE AMERICAS, 39TH FLR NEW YORK, NY 10036	Â X Â Â Â

## Signatures

s/ Robert W.  
Holman, Jr. 01/10/2019

\_\_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) On August 31, 2018, the Reporting Person, Mr. Robert Holman, received 351 Common Stock Equivalents, or CSEs, in accordance with the provisions of the iStar Inc. Non-Employee Directors' Deferral Plan (Plan). Under the Plan, as dividends are declared on iStar common stock, the Reporting Person's holdings of outstanding CSEs are credited with additional CSEs based on the amount of the dividend and the value of a share of iStar common stock on the dividend date.

(2) On November 30, 2018, the Reporting Person received 371 Common Stock Equivalents, or CSEs, in accordance with the provisions of the Plan. Under the Plan, as dividends are declared on iStar common stock, the Reporting Person's holdings of outstanding CSEs are credited with additional CSEs based on the amount of the dividend and the value of a share of iStar common stock on the dividend date.

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- (3) Following the transactions reported herein, the Reporting Person holds a total of 44,313 CSEs granted pursuant to the Plan, all of which are vested, which are owned directly. Under the Plan, on the regular distribution date, vested CSEs will be settled by the transfer of shares of iStar Common Stock to the participant. The "regular distribution date" for distributions to Plan participants is the earlier of: (1) January 1 on or next following the earlier of (i) the date the participant ceases to be a non-employee director; and (ii) the date of the participant's death; and (2) a change of control (as defined in the Plan). A participant, under certain limited circumstances, is permitted to elect to receive distributions at times other than the regular distribution date.

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.