

NewStar Financial, Inc.  
Form 8-K  
May 23, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of The Securities Exchange Act of 1934**

**May 20, 2014**

**Date of Report (Date of earliest event reported)**

**NewStar Financial, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-33211**  
**(Commission**  
  
**File Number)**

**54-2157878**  
**(IRS Employer**  
  
**Identification No.)**

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**500 Boylston Street, Suite 1250, Boston, MA 02116**

**(Address of principal executive offices) (Zip Code)**

**(617) 848-2500**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 20, 2014, we held our 2014 Annual Meeting of Stockholders. Only stockholders of record as of the close of business on April 8, 2014 were entitled to vote at the 2014 Annual Meeting. As of April 8, 2014, 48,996,108 shares of common stock were outstanding and entitled to vote at the 2014 Annual Meeting. At the 2014 Annual Meeting, 45,233,064 shares of common stock of the Company were represented, in person or by proxy, constituting a quorum for the meeting.

The following three proposals, each of which are described in detail in our definitive proxy statement filed with the Securities and Exchange Commission on April 18, 2014 (the Proxy) were before the meeting, and received the following votes:

**Proposal 1: Election of Eight Directors to Serve until the 2015 Annual Meeting.** The following individuals were elected to serve as directors of the Company:

| Name of Director Nominees | For        | Withheld | Broker Non-Votes |
|---------------------------|------------|----------|------------------|
| Charles N. Bralver        | 38,769,750 | 49,701   | 6,413,613        |
| Timothy J. Conway         | 38,748,848 | 70,603   | 6,413,613        |
| Bradley E. Cooper         | 38,766,930 | 52,521   | 6,413,613        |
| Brian L.P. Fallon         | 38,709,611 | 109,840  | 6,413,613        |
| Frank R. Noonan           | 38,740,020 | 79,431   | 6,413,613        |
| Maureen P. O Hara         | 38,679,881 | 139,570  | 6,413,613        |
| Peter A. Schmidt-Fellner  | 38,769,750 | 49,701   | 6,413,613        |
| Richard E. Thornburgh     | 38,744,402 | 75,049   | 6,413,613        |

**Proposal 2: Reaffirmation of the material terms of the performance-based goals in the Company's Amended and Restated 2006 Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code.** The stockholders reaffirmed the material terms of the performance-based goals in the Company's Amended and Restated 2006 Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code, as disclosed in the Proxy.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 38,663,490 | 145,931 | 10,030  | 6,413,613        |

**Proposal 3: Ratification of the appointment of KPMG LLP as NewStar's Independent Registered Public Accounting Firm for the 2014 Fiscal Year.** The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 45,178,258 | 53,706  | 1,100   | 0                |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NEWSTAR FINANCIAL INC.**

Date: May 23, 2014

By: /s/ John K. Bray  
John K. Bray  
Chief Financial Officer