

TIPTREE FINANCIAL INC.
Form SC 13G/A
February 16, 2016

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Tiptree Financial Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.001 per share

(Title of Class of Securities)

88822Q103

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 88822Q103

13G

- | | | |
|---|---|---|
| 1. | Names of Reporting Persons
Nomura Holdings, Inc. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☐ |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization:
Japan | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
3,622,717 (1) |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
3,622,717 (1) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,622,717 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
Not applicable | |
| 11. | Percent of Class Represented by Amount in Row (9)
10.36% | |
| 12. | Type of Reporting Person (See Instructions)
HC | |

(1) This represents 3,622,717 shares beneficially owned by Nomura Securities Co. Ltd. (NSC). NSC is a wholly owned subsidiary of Nomura Holdings, Inc., which accordingly may be deemed to beneficially own the shares beneficially owned by NSC.

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CUSIP No. 88822Q103

13G

- | | |
|-----|---|
| 1. | Names of Reporting Persons
Nomura Securities Co. Ltd. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) |
| | (a) ☐ |
| | (b) ☐ |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization:
Japan |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
3,622,717 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
3,622,717 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,622,717 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
Not applicable |
| 11. | Percent of Class Represented by Amount in Row (9)
10.36% |
| 12. | Type of Reporting Person (See Instructions)
FI |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 88822Q103

13G

Item 1.

- (a) Name of Issuer:
Tiptree Financial Inc.
- (b) Address of Issuer's Principal Executive Offices:
780 Third Avenue, 21st Floor

New York, NY 10017

Item 2.

- (a) Name of Person(s) Filing:
Nomura Holdings, Inc.
- (b) Address of Principal Business Office or, if none, Residence:
Nomura Holdings, Inc.

1-9-1 Nihonbashi, Chuo-ku, Tokyo 103-8645, Japan
- (c) Citizenship:
Nomura Holdings, Inc.

Japan
- (d) Title of Class of Securities:
Class A Common Stock, par value \$0.001 per share
- (e) CUSIP Number:
88822Q103

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C.

- (j) o 80a-3);
A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S.
institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type
of institution:_____

CUSIP No. 88822Q103

13G

Item 4.

Ownership.

Items 5-11 of the cover page are incorporated by reference

Item 5.

Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6.

Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit B

Item 8.

Identification and Classification of Members of the Group.

Not applicable

Item 9.

Notice of Dissolution of Group.

Not applicable

CUSIP No. 88822Q103

13G

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED as a sealed instrument this 16th day of February, 2016.

Nomura Holdings, Inc.

/s/ Hisato Miyashita
Hisato Miyashita
Group Compliance Head

Nomura Securities Co. Ltd.

/s/ Yasuhito Tominaga
Yasuhito Tominaga
Head of Trading Compliance

CUSIP No. 88822Q103

13G

Index to Exhibits

Exhibit

A Joint Filing Agreement
B Subsidiaries

Exhibit

7

CUSIP No. 88822Q103

13G

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this Agreement as of February 16, 2016.

Nomura Holdings, Inc.

/s/ Hisato Miyashita
Hisato Miyashita
Group Compliance Head

Nomura Securities Co. Ltd.

/s/ Yasuhito Tominaga
Yasuhito Tominaga
Head of Trading Compliance

CUSIP No. 88822Q103

13G

EXHIBIT B

SUBSIDIARIES

Nomura Securities Co. Ltd. is a wholly owned subsidiary of Nomura Holdings, Inc.