

MUHLEISEN ANGIE  
Form 4  
October 18, 2018

**FORM 4**

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MUHLEISEN ANGIE

2. Issuer Name and Ticker or Trading Symbol  
NELNET INC [NNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/17/2018

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

C/O FARMERS & MERCHANTS INVESTMENT INC., 6801 SOUTH 27TH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

LINCOLN, NE 68512

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (D) Price                                                |                                                                                               |                                                          |                                                       |
| Class A Common Stock            | 10/17/2018                           |                                                    | S(1)(2)                        | 1,000 D \$ 56.42                                                  | 514,708                                                                                       | I                                                        | By adult son                                          |
| Class A Common Stock            |                                      |                                                    |                                |                                                                   | 2,448,362 (3)                                                                                 | D                                                        |                                                       |
| Class A Common Stock            |                                      |                                                    |                                |                                                                   | 616,639 (4)                                                                                   | D                                                        |                                                       |
| Class A Common Stock            |                                      |                                                    |                                |                                                                   | 52,344 (5)                                                                                    | D                                                        |                                                       |

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|                      |  |                         |   |  |  |                   |  |
|----------------------|--|-------------------------|---|--|--|-------------------|--|
| Common Stock         |  |                         |   |  |  |                   |  |
| Class A Common Stock |  | 692,885                 | I |  |  | By adult daughter |  |
| Class A Common Stock |  | 175,000 <sup>(6)</sup>  | I |  |  | By Dynasty Trust  |  |
| Class A Common Stock |  | 175,000 <sup>(7)</sup>  | I |  |  | By Dynasty Trust  |  |
| Class A Common Stock |  | 88,070 <sup>(8)</sup>   | I |  |  | By trust          |  |
| Class A Common Stock |  | 174,930 <sup>(9)</sup>  | I |  |  | By trust          |  |
| Class A Common Stock |  | 174,930 <sup>(10)</sup> | I |  |  | By trust          |  |
| Class A Common Stock |  | 88,070 <sup>(11)</sup>  | I |  |  | By trust          |  |

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Code                                                     | V                                                             | (A)                                        | (D)                                                                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                           | Director      | 10% Owner | Officer | Other |
| MUHLEISEN ANGIE<br>C/O FARMERS & MERCHANTS INVESTMENT INC.<br>6801 SOUTH 27TH STREET<br>LINCOLN, NE 68512 |               | X         |         |       |
| Muhleisen Dan D<br>6321 DOECREEK CIRCLE<br>LINCOLN, NE 68516                                              |               | X         |         |       |

## Signatures

|                                                                   |            |
|-------------------------------------------------------------------|------------|
| /s/ Audra Hoffschneider, Attorney-in-Fact for Angela L. Muhleisen | 10/18/2018 |
| __Signature of Reporting Person                                   | Date       |
| /s/ Audra Hoffschneider, Attorney-in-Fact for Dan D. Muhleisen    | 10/18/2018 |
| __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) These shares were sold by the reporting persons' adult son pursuant to a Rule 10b5-1 Plan (the "Plan") entered into by the son on May 11, 2018, which provides for sales of shares of the issuer's Class A Common Stock, subject to limit price provisions and an expiration date. To the extent any future sales occur pursuant to the Plan, such sales will be publicly disclosed in Form 4 filings with the Securities and Exchange Commission.
  - (2) Rule 10b5-1, promulgated under the Securities Exchange Act of 1934, allows significant shareholders of a company and their family members who are not in possession of material non-public information to establish pre-arranged plans to buy or sell a specified number of shares of such company's stock. Once a plan is established, the significant shareholder or family member does not retain or exercise any discretion over sales of stock under the plan and the pre-planned trades may be executed at later dates as set forth in the plan, without regard to any subsequent material non-public information related to the company that the significant shareholder or family member may receive.
  - (3) These shares are held by Dan D. Muhleisen, who is the spouse of Angela L. Muhleisen.
  - (4) These shares are held by Angela L. Muhleisen.
  - (5) These shares are held jointly by Angela L. Muhleisen and Dan D. Muhleisen.
  - (6) Shares held by a Dynasty Trust, of which the adult daughter of the reporting persons is the initial beneficiary. The reporting persons continue to report beneficial ownership of all the shares held by the trust, but disclaim beneficial ownership of the shares held by the trust except to the extent of each such reporting person's pecuniary interest therein.
  - (7) Shares held by a Dynasty Trust, of which the adult son of the reporting persons is the initial beneficiary. The reporting persons continue to report beneficial ownership of all the shares held by the trust, but disclaim beneficial ownership of the shares held by the trust except to the extent of each such reporting person's pecuniary interest therein.
  - (8) Shares held by the Alicia L. Muhleisen Irrevocable Trust dated 8/29/2003, of which the adult daughter of the reporting persons is the beneficiary. The reporting persons continue to report beneficial ownership of all the shares held by the trust, but disclaim beneficial ownership of the shares held by the trust except to the extent of each such reporting person's pecuniary interest therein.
  - (9) Shares held by the Jason D. Muhleisen Irrevocable Trust dated 8/29/2003, of which the adult son of the reporting persons is the beneficiary. The reporting persons continue to report beneficial ownership of all the shares held by the trust, but disclaim beneficial ownership of the shares held by the trust except to the extent of each such reporting person's pecuniary interest therein.

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(10) Shares held by the A. Muhleisen Post-Annuity Irrevocable Trust dated 8/29/2003, of which the adult son of the reporting persons is the beneficiary. The reporting persons continue to report beneficial ownership of all the shares held by the trust, but disclaim beneficial ownership of the shares held by the trust except to the extent of each such reporting person's pecuniary interest therein.

(11) Shares held by the D. Muhleisen Post-Annuity Irrevocable Trust dated 8/29/2003, of which the adult daughter of the reporting persons is the beneficiary. The reporting persons continue to report beneficial ownership of all the shares held by the trust, but disclaim beneficial ownership of the shares held by the trust except to the extent of each such reporting person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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