

NewStar Financial, Inc.  
 Form 5  
 February 14, 2008

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
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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).  
 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

1. Name and Address of Reporting Person \*  
**COOPER BRADLEY E**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**NewStar Financial, Inc. [NEWS]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**C/O NEWSTAR FINANCIAL, INC., 500 BOYLSTON STREET, SUITE 1600**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 See Footnote (2) and (3)

**BOSTON, MA 02116**  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock, par value \$0.01	07/17/2007	Â	J4 <sup>(1)</sup>	D	\$ 0 <u>(1)</u> 0	D	Â
Common Stock, par value	07/17/2007	Â	J4 <sup>(1)</sup>	A	\$ 0 <u>(1)</u> 5,514,798	I <sup>(2)</sup> <sub>(3)</sub>	See Explanation <u>(2)</u> <u>(3)</u>

\$0.01

Common Stock, par value \$0.01	11/29/2007	Â	P4 <sup>(2)(3)</sup>	2,319,386	A	\$ 10	7,834,184	I <sup>(2)</sup> <sup>(3)</sup>	See Explanation <u>(2)</u> <u>(3)</u>
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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Option (right to buy)	\$ 17	07/17/2007	Â	J4 <sup>(1)</sup>	Â 5,000	Â <sup>(4)</sup> 12/13/2016	Common Stock	5,000
Option (right to buy)	\$ 17	07/17/2007	Â	J4 <sup>(1)</sup>	5,000 Â	Â <sup>(4)</sup> 12/13/2016	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER BRADLEY E C/O NEWSTAR FINANCIAL, INC. 500 BOYLSTON STREET, SUITE 1600 BOSTON, MA 02116	Â X	Â	Â	See Footnote (2) and (3)

## Signatures

/s/ Bradley E. Cooper  
02/14/2008

\*\*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) Due to the limitation on the amount of characters used, please see Item 1 in Exhibit 99.1 - Explanation of Responses.

(2) Due to the limitation on the amount of characters used, please see Item 2 in Exhibit 99.1 - Explanation of Responses.

(3) Due to the limitation on the amount of characters used, please see Item 3 in Exhibit 99.1 - Explanation of Responses.

(4) Due to the limitation on the amount of characters used, please see Item 4 in Exhibit 99.1 - Explanation of Responses.

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.