

MATIS NINA
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
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1. Name and Address of Reporting Person *
MATIS NINA

(Last) (First) (Middle)

1114 AVENUE OF THE
AMERICAS, 39TH FLOOR

(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
____X____ Officer (give title _____ Other (specify
below) below)
Vice Chmn/Chief Legal Officer

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10036

____X____ 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	08/31/2018	Â	A	4,861 (1) A \$ 0	305,998	D	Â
Common Stock	08/31/2018	Â	F	2,587 (1) D \$ 0	305,998	D	Â
Common Stock	11/06/2018	Â	A	9,721 (2) A \$ 0	305,998	D	Â
Common Stock	11/06/2018	Â	F	5,173 (2) D \$ 0	305,998	D	Â

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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. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MATIS NINA
1114 AVENUE OF THE AMERICAS, 39TH FLOOR
NEW YORK, NY 10036

Â Â Â Vice Chmn/Chief Legal Officer Â

Signatures

s/ Nina B Matis 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, 4,861 shares of iStar common stock were issued and delivered to the Reporting Person, Ms. Nina Matis, in connection with a payout of amounts available for distribution pursuant to, and in accordance with, vested awards previously made to the Reporting Person under the iStar Inc. 2013 Performance Incentive Plan. After deducting 2,587 shares for applicable tax withholding, the Reporting Person acquired a net amount of 2,274 shares of iStar common stock.

(2) On November 6, 2018, 9,721 shares of iStar common stock were issued and delivered to the Reporting Person in connection with a payout of amounts available for distribution pursuant to, and in accordance with, vested awards previously made to the Reporting Person under the iStar Inc. 2013 Performance Incentive Plan. After deducting 5,173 shares for applicable tax withholding, the Reporting Person acquired a net amount of 4,548 shares of iStar common stock.

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.