

HOLMAN ROBERT W JR
 Form 5
 January 10, 2019

FORM 5

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

OMB APPROVAL
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 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 *
HOLMAN ROBERT W JR
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
ISTAR INC. [STAR]

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

C/O ISTAR INC., 1114 AVENUE OF THE AMERICAS, 39TH FLR
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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

NEW YORK, NY 10036
 (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 Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	^	^	^	^ ^ ^	70,114	D	^
Common Stock	^	^	^	^ ^ ^	40,240	I	Partnership

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

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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. Amount or Number of Shares
Common Stock Equivalents	\$ 0	08/30/2018	Â	A	351 (1) Â	Â (3) Â (3)	Common Stock	351
Comon Stock Equivalents	\$ 0	11/30/2018	Â	A	371 (2) Â	Â (3) Â (3)	Common Stock	371

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLMAN ROBERT W JR C/O ISTAR INC. 1114 AVENUE OF THE AMERICAS, 39TH FLR NEW YORK, NY 10036	Â X	Â	Â	Â

Signatures

s/ Robert W. Holman, Jr. 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, the Reporting Person, Mr. Robert Holman, received 351 Common Stock Equivalents, or CSEs, in accordance with the provisions of the iStar Inc. Non-Employee Directors' Deferral Plan (Plan). Under the Plan, as dividends are declared on iStar common stock, the Reporting Person's holdings of outstanding CSEs are credited with additional CSEs based on the amount of the dividend and the value of a share of iStar common stock on the dividend date.
- (2) On November 30, 2018, the Reporting Person received 371 Common Stock Equivalents, or CSEs, in accordance with the provisions of the Plan. Under the Plan, as dividends are declared on iStar common stock, the Reporting Person's holdings of outstanding CSEs are credited with additional CSEs based on the amount of the dividend and the value of a share of iStar common stock on the dividend date.

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- Following the transactions reported herein, the Reporting Person holds a total of 44,313 CSEs granted pursuant to the Plan, all of which are vested, which are owned directly. Under the Plan, on the regular distribution date, vested CSEs will be settled by the transfer of shares of iStar Common Stock to the participant. The "regular distribution date" for distributions to Plan participants is the earlier of: (1) January 1 on or next following the earlier of (i) the date the participant ceases to be a non-employee director; and (ii) the date of the participant's death; and (2) a change of control (as defined in the Plan). A participant, under certain limited circumstances, is permitted to elect to receive distributions at times other than the regular distribution date.
- (3)

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.