

Minnick James E.
Form 3
May 08, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Minnick James E. | | (Month/Day/Year) | TriState Capital Holdings, Inc. [TSC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE OXFORD CENTRE,Â 301 | | 05/08/2013 | | |
| GRANT STREET, SUITE 2700 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| PITTSBURGH,Â PAÂ 15219 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--|------------------------------|------------------|-----------------|-----------|----------------------------------|---|---|
| PERPETUAL CONVERTIBLE PREFERRED STOCK, SERIES C | 08/10/2012 ⁽¹⁾⁽²⁾ | Â ⁽³⁾ | COMMON STOCK | 3,373,693 | \$ ⁽¹⁾ ⁽²⁾ | I | BY LM III TRISTATE HOLDINGS LLC ⁽⁴⁾ |
| PERPETUAL CONVERTIBLE PREFERRED STOCK, SERIES C | 08/10/2012 ⁽¹⁾⁽²⁾ | Â ⁽³⁾ | COMMON STOCK | 1,504,356 | \$ ⁽¹⁾ ⁽²⁾ | I | BY LM III-A TRISTATE HOLDINGS LLC ⁽⁵⁾ |
| STOCK OPTIONS (RIGHT TO BUY) | 06/30/2015 ⁽⁶⁾ | 12/31/2022 | COMMON STOCK | 6,000 | \$ 10.25 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Minnick James E. ONE OXFORD CENTRE 301 GRANT STREET, SUITE 2700 PITTSBURGH, PA 15219 | Â X | Â X | Â | Â |

Signatures

/s/ Fenimore, Kay, Harrison & Ford, LLP by Brent Standefer, Jr.,
Attorney-in-fact

05/08/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The issuer's Perpetual Convertible Preferred Stock, Series C is convertible into shares of the issuer's common stock, with a conversion ratio of 100 shares of common stock for each share of Perpetual Convertible Preferred Stock, Series C (subject to adjustment in certain events, including combinations or division of the issuer's common stock), by the holders of the Perpetual Convertible Preferred Stock, Series C at any time, provided that, upon conversion, the holders of the Perpetual Convertible Preferred Stock, Series C will not own or control in the aggregate more than 24.9% of the issuer's voting securities. (Continued in footnote 2)

(2) In addition, subject to the ownership limitations described above, pursuant to an agreement entered into in connection with the closing of the initial public offering of the issuer (the "IPO") each share of the issuer's Perpetual Convertible Preferred Stock, Series C will automatically convert into shares of the issuer's common stock, with a conversion ratio of 100 shares of common stock for each share of the issuer's Perpetual Convertible Preferred Stock Series C (subject to adjustment in certain events, including combinations or divisions of common stock) contingent upon and immediately prior to the closing of the sale of common shares in the IPO.

(3) The issuer's Perpetual Convertible Preferred Stock, Series C is perpetual and does not have an expiration date.

(4) Represents 33,736,927 shares of the issuer's Perpetual Convertible Preferred Stock, Series C. Lovell Minnick Partners LLC is the managing member of Fund III UGP LLC, which is, in turn, the general partner of Lovell Minnick Equity Advisors III LP, which is, in turn, the general partner of Lovell Minnick Equity Partners III LP. Lovell Minnick Equity Partners III LP is the managing member of LM III TriState Holdings LLC. As an officer of Lovell Minnick Partners LLC, Mr. Minnick may be deemed to share beneficial ownership of the shares of the issuer's Perpetual Convertible Preferred Stock, Series C held by the Lovell Minnick funds. Mr. Minnick disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

(5)

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Represents 15,043.561 shares of the issuer's Perpetual Convertible Preferred Stock, Series C. Lovell Minnick Partners LLC is the managing member of Fund III UGP LLC, which is, in turn, the general partner of Lovell Minnick Equity Advisors III LP, which is, in turn, the general partner of Lovell Minnick Equity Partners III-A LP. Lovell Minnick Equity Partners III-A LP is the managing member of LM III-A TriState Holdings LLC. As an officer of Lovell Minnick Partners LLC, Mr. Minnick may be deemed to share beneficial ownership of the shares of the issuer's Perpetual Convertible Preferred Stock, Series C held by the Lovell Minnick funds. Mr. Minnick disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

- 3,000 of these options will vest and become exercisable on or about 6/30/2015, and the remaining 3,000 options will vest and become
- (6) exercisable on 12/31/2017. The Reporting Person disclaims beneficial ownership of such options, except to the extent of his pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space 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.