

TriState Capital Holdings, Inc.
Form 4
November 12, 2015

FORM 4

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

OMB APPROVAL

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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 *
Dewhurst E.H.

(Last) (First) (Middle)

ONE OXFORD CENTRE, 301
GRANT STREET, SUITE 2700

(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TriState Capital Holdings, Inc. [TSC]

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

11/09/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 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 (A) or (D) Price | | | |
| Common Stock | 11/09/2015 | | S ⁽¹⁾ | 1,232 D \$ 12.7375 (2) | 2,037 | I | By Falcon Seaboard Holdings, LLC (3) |
| Common Stock | 11/09/2015 | | S ⁽¹⁾ | 10,168 D \$ 13.0955 (4) | 46,588 | I | BY FALCON SEABOARD INVESTMENT COMPANY, L.P. (3) |
| Common Stock | 11/10/2015 | | S ⁽¹⁾ | 2,400 D \$ 13.1316 (5) | 44,188 | I | BY FALCON SEABOARD INVESTMENT |

COMPANY,
L.P. ⁽³⁾Common
Stock 4,000 D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy) | \$ 10 | 11/11/2015 | | D | 5,000 | 07/22/2009 ⁽⁶⁾ 01/22/2017 | Common Stock | 5,000 |
| Stock Options (Right to Buy) | \$ 10 | 11/11/2015 | | D | 5,000 | 06/18/2010 ⁽⁸⁾ 12/18/2017 | Common Stock | 5,000 |
| Stock Options (Right to Buy) | \$ 9.32 | | | | | 06/30/2014 ⁽⁹⁾ 12/31/2021 | Common Stock | 6,000 |
| Stock Options (Right to Buy) | \$ 10.25 | | | | | 06/30/2015 ⁽¹⁰⁾ 12/31/2022 | Common Stock | 6,000 |
| Stock Options (Right to Buy) | \$ 12 | | | | | 06/18/2011 ⁽¹¹⁾ 12/18/2018 | Common Stock | 6,000 |
| | \$ 8.75 | | | | | 06/15/2012 ⁽¹²⁾ 12/15/2019 | | 6,000 |

| | | | | | |
|------------------------------|----------|----------------------------|------------|--------------|-------|
| Stock Options (Right to Buy) | | | | Common Stock | |
| Stock Options (Right to Buy) | \$ 11.78 | 06/13/2016 ⁽¹³⁾ | 12/13/2023 | Common Stock | 6,000 |
| Stock Options (Right to Buy) | \$ 8 | 06/30/2013 ⁽¹⁴⁾ | 12/31/2020 | Common Stock | 6,000 |

Reporting Owners

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

Signatures

/s/ Keevican Weiss Bauerle & Hirsch LLC by David J. Hirsch,
Attorney-in-Fact

11/11/2015

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 9, 2015.
- (2) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$12.00 to \$13.025, inclusive. The Reporting Person undertakes to provide to any security holder of TriState Capital Holdings, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (3) The Reporting Person is Vice President-Finance, Treasurer and Authorized Representative of this entity.
- (4) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$12.56 to \$13.30, inclusive. The Reporting Person undertakes to provide to any security holder of TriState Capital Holdings, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (5) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$12.97 to \$13.22, inclusive. The Reporting Person undertakes to provide to any security holder of TriState Capital Holdings, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (6) 2,500 of these options vested and became exercisable on or about 07/22/2009, and the remaining 2,500 options vested and became exercisable on 01/22/2012.

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- (7) The option was canceled by mutual agreement of the reporting person and TriState Capital Holdings, Inc. The reporting person received \$15,900 as consideration for the cancellation.
- (8) 2,500 of these options vested and became exercisable on or about 06/18/2010, and the remaining 2,500 options vested and became exercisable on 12/18/2012.
- (9) 3,000 of these options vested and became exercisable on or about 6/30/2014, and the remaining 3,000 options will vest and become exercisable on 12/31/2016.
- (10) 3,000 of these options vested and become exercisable on or about 6/30/2015, and the remaining 3,000 options will vest and become exercisable on 12/31/2017.
- (11) 3,000 of these options vested and became exercisable on 06/18/2011, and the remaining 3,000 options vested and became exercisable on 12/18/2013.
- (12) 3,000 of these options vested and became exercisable on 06/15/2012, and the remaining 3,000 options vested and became exercisable on 12/15/2014.
- (13) 3,000 of these options will vest and become exercisable on 6/13/2016, and the remainder will vest and become exercisable on 12/13/2018.
- (14) 3,000 of these options vested and became exercisable on or about 06/30/2013, and the remaining 3,000 options will vest and become exercisable on 12/31/2015.

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.