Nesi Victor Form 4 January 03, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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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(b).

(Print or Type Responses)

See Instruction

| 1. Name and A | Address of Reporting | Symbol | | nd Ticker or Trading NCIAL CORP [SF] | 5. Relationship of Issuer | , , | `, | |
|--------------------------------------|---|------------------------------------|-----------------------|---|---|--|-------------------------------|--|
| (Last) | (First) | Middle) 3. Date of | of Earliest | Transaction | (Cnec | k all applicable | ;) | |
| 787 7TH A | VENUE | (Month/1 12/29/2 | Day/Year) 2017 | | DirectorX Officer (give below) | e title 0the below) Co-President | | |
| | 4. If Am | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| NEW YOR | K, NY 10019 | Filed(Mo | onth/Day/Ye | ear) | Applicable Line) _X_ Form filed by 0 Form filed by N Person | 1 0 | | |
| (City) | (State) | (Zip) Tab | ole I - Non | -Derivative Securities Acc | quired, Disposed of | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | e 2A. Deemed Execution Date, if | 3. Transac Code | 4. Securities Acquired tior(A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct | 7. Nature Indirect Beneficial | |

| | | | | | | - | ´ • | | · |
|--------------------------------------|---|---|---|---|------------------|-------------|--|---|---|
| 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. Securit on(A) or Di (Instr. 3, | sposed | of (D) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | 12/29/2017 | | M | 52,545 | A | \$ 0 | 215,128 | D | |
| Common Stock | 12/29/2017 | | F | 27,098 | D | \$ 59.56 | 188,030 | D | |
| Common Stock | | | | | | | 4,088 | I | by Trust |

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

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number.

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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5) | erivative Expiration Date ecurities (Month/Day/Year) cquired (A) r Disposed of D) nstr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deri Secu (Inst |
|---|---|---|---|--|---|---|----------------------|---|-------------------------------------|--------------------------------|
| | | | | Code V | (A) (D) | Date Exercisabl | Expiration e Date | Title | Amount or Number of Shares | |
| Phantom Stock Units | \$ 0 | 12/29/2017 | | M | 52,54 | 45 <u>(1)</u> | (2) | Common Stock | 52,545 | 9 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nesi Victor

787 7TH AVENUE Co-President

NEW YORK, NY 10019

Signatures

VICTOR J NESI 01/03/2018

**Signature of Date Reporting Person

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) Currently convertible.
- (2) No expiration date for these Units.

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.

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