

NewStar Financial, Inc.
Form 8-K
March 16, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

March 12, 2009

Date of Report (Date of earliest event reported)

NewStar Financial, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33211
(Commission File Number)

54-2157878
(IRS Employer

Identification No.)

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500 Boylston Street, Suite 1600, Boston, MA 02116
(Address of principal executive offices) (Zip Code)
(617) 848-2500

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On March 12, 2009, NewStar Financial, Inc. (the Company) entered into a First Amendment to Stock Purchase and Sale Agreement (the Amendment) by and among the Company, Southern Commerce Bank, National Association and Dickinson Financial Corporation (the Seller). The Amendment relates to the Stock Purchase and Sale Agreement among the parties dated January 5, 2009 (the Agreement). The Amendment alters the purchase price provisions in the Agreement by (i) replacing the purchase price formula in the Agreement with a fixed purchase price of \$17,000,000, or \$15,500,000 if the Seller exercises its option to elect to have the transaction treated as an asset sale under Section 338 of the Internal Revenue Code, and (ii) deleting the provisions in the Agreement pertaining to the determination and calculation of the purchase price, including the post-closing purchase price adjustment. The Amendment also extends from March 31, 2009 to May 1, 2009 the date that either the Company or the Seller has the right to terminate the Agreement if the transaction is not completed, among other things.

The foregoing description of the Amendment is qualified in its entirety by reference to, and should be read in conjunction with, the actual Amendment, a copy of which is filed with this Current Report of Form 8-K as Exhibit 2.1 and is incorporated herein by this reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

2.1 First Amendment to Stock Purchase and Sale Agreement, dated as of March 12, 2009, by and among NewStar Financial, Inc., Southern Commerce Bank, National Association, and Dickinson Financial Corporation. Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWSTAR FINANCIAL INC.

Date: March 16, 2009

By: /s/ JOHN K. BRAY
John K. Bray
Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
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