

Murray James Michael  
Form 4  
April 19, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Murray James Michael

(Last) (First) (Middle)

TURNING POINT BRANDS,  
INC., 5201 INTERCHANGE WAY

(Street)

LOUISVILLE, KY 40229

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Turning Point Brands, Inc. [TPB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/17/2018

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)

Sr. VP, Business Planning

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   | Code                                    | V   | Amount<br>(A)<br>or<br>(D)   | Price  |   |
| Common<br>Stock                       | 04/17/2018                              |   | M                                       |   | 400  | A \$ 1.06  | 23,079 D                                |
| Common<br>Stock                       | 04/17/2018                              |   | S                                       |   | 150  | D \$<br>21.69  | 22,929 D                                |
| Common<br>Stock                       | 04/18/2018                              |   | M                                       |   | 400  | A \$ 1.06  | 23,329 D                                |
| Common<br>Stock                       | 04/18/2018                              |   | S                                       |   | 150  | D \$<br>21.82  | 23,179 D                                |
| Common<br>Stock                       | 04/19/2018                              |   | M                                       |   | 400  | A \$ 1.06  | 23,579 D                                |

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Common Stock      04/19/2018      S      150      D      \$ 21.06      23,429      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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|-------------------------------------|------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                                    |
| Options<br>(2008)<br>(7)                            | \$ 1.06  | 04/17/2018                              |   | M                                    | 400  | (5)  | 11/04/2018         | Common<br>Stock   | 400                                 | \$                                 |
| Options<br>(2008)<br>(7)                            | \$ 1.06  | 04/18/2018                              |   | M                                    | 400  | (5)  | 11/04/2018         | Common<br>Stock   | 400                                 | \$                                 |
| Options<br>(2008)<br>(7)                            | \$ 1.06  | 04/19/2018                              |   | M                                    | 400  | (5)  | 11/04/2018         | Common<br>Stock   | 400                                 | \$                                 |
| Options<br>(2018)<br>(6)                            | \$ 21.21   |   |   |                                      |  | (1)  | 03/07/2028         | Common<br>Stock   | 7,500                               |                                    |
| Options<br>(2017)<br>(6)                            | \$ 15.41   |   |   |                                      |  | (2)  | 05/17/2027         | Common<br>Stock   | 6,000                               |                                    |
| Options<br>(2014)<br>(7)                            | \$ 3.83  |   |   |                                      |  | (3)  | 08/08/2024         | Common<br>Stock   | 29,731                              |                                    |
| Options<br>(2011)<br>(7)                            | \$ 3.83  |   |   |                                      |  | (4)  | 08/25/2021         | Common<br>Stock   | 62,591                              |                                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Murray James Michael<br>TURNING POINT BRANDS, INC.<br>5201 INTERCHANGE WAY<br>LOUISVILLE, KY 40229 |               |           | Sr. VP, Business Planning |       |

## Signatures

/s/ James M.  
Murray

04/19/2018

\*\*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 options vest and become exercisable as to 34% of the underlying shares on January 1, 2019, 33% of the underlying shares on January 1, 2020 and 33% of the underlying shares on January 1, 2021.
- (2) The options vest and become exercisable as to 34% of the underlying shares on January 1, 2018, 33% of the underlying shares on January 1, 2019 and 33% of the underlying shares on January 1, 2020.
- (3) The options vested and became exercisable as to 50% of the underlying shares on August 8, 2014, 25% of the underlying shares on August 8, 2015 and 25% of the underlying shares on August 8, 2016.
- (4) The options vested and became exercisable as to 50% of the underlying shares on August 25, 2011, 16.66% of the underlying shares on August 25, 2012, 16.66% of the underlying shares on August 25, 2013 and the remaining 16.66% of the underlying shares on August 25, 2014.
- (5) The options vested and became exercisable as to 50% of the underlying shares on November 4, 2008, 16.66% of the underlying shares on January 1, 2009, 16.66% of the underlying shares on January 1, 2010 and the remaining 16.66% of the underlying shares on January 1, 2011.
- (6) Granted pursuant to the issuer's 2015 Equity Incentive Plan.
- (7) Granted pursuant to the issuer's 2006 Equity Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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