

Baxter Gregory H.A.
Form 4
August 17, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Baxter Gregory H.A.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
853 SEVENTH AVENUE, APT. 5E

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2017

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

NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/16/2017		M	2,450 A \$ 1.06	2,450	D	
Common Stock	08/16/2017		F	157 D \$ 16.52	2,293	D	

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

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SEC 1474 (9-02)

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

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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)	8. De
Options (2014) <u>(4)</u>	\$ 3.83					<u>(1)</u> 08/08/2024	Common Stock	14,344
Options (2011) <u>(4)</u>	\$ 3.83					<u>(2)</u> 02/15/2021	Common Stock	31,296
Options (2007) <u>(4)</u>	\$ 1.06	08/16/2017		M	2,450	<u>(3)</u> 09/18/2017	Common Stock	2,450

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baxter Gregory H.A. 853 SEVENTH AVENUE, APT. 5E NEW YORK, NY 10019				

Signatures

/s/ Gregory H.A. 08/17/2017
Baxter

 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 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.
The options vested and became exercisable as to 50% of the underlying shares on February 15, 2011, 16.68% of the underlying shares on December 31, 2011, 16.66% of the underlying shares on December 31, 2012 and the remaining 16.66% of the underlying shares on December 31, 2013.
- (2) The options vested and became exercisable as to 50% of the underlying shares on September 18, 2007, 16.66% of the underlying shares on January 1, 2008, 16.66% of the underlying shares on January 1, 2009 and the remaining 16.66% of the underlying shares on January 1, 2010.
- (3) Granted pursuant to the issuer's 2006 Equity Incentive Plan.
- (4)

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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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