

Murray James Michael  
 Form 4  
 August 15, 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 \*  
 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)  
 08/14/2017  
 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)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 08/14/2017                           |  | M                              |   | 7,000   | A  | \$ 1.06 19,629                    |
| Common Stock                    | 08/14/2017                           |  | S                              |   | 3,000   | D  | \$ 16.15 16,629                   |

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

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**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (2017) (5)                         | \$ 15.41   |                                      |  |                                |   | (1) 05/17/2027   | Common Stock  | 6,000                         |
| Options (2014) (6)                         | \$ 3.83  |                                      |  |                                |   | (2) 08/08/2024   | Common Stock  | 29,731                        |
| Options (2011) (6)                         | \$ 3.83  |                                      |  |                                |   | (3) 08/25/2021   | Common Stock  | 62,591                        |
| Options (2008) (6)                         | \$ 1.06  | 08/14/2017                           |  | M                              | 7,000   | (4) 11/04/2018   | Common Stock  | 7,000                         |

## 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  
08/15/2017

\*\*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, 2018, 33% of the underlying shares on January 1, 2019 and 33% of the underlying shares on January 1, 2020.

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- (2) 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 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.

- (4) 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.

- (5) Granted pursuant to the issuer's 2015 Equity Incentive Plan.

- (6) Granted pursuant to the issuer's 2006 Equity Incentive Plan.

- Weighted average sale price. On 8/14/2017, the reporting person sold the shares within a range of \$16.00 to \$16.42. The reporting person will provide upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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.