Turning Point Brands, Inc. Form 4

December 19, 2016

Check this box

if no longer

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

OMB

5. Relationship of Reporting Person(s) to

Number:

Expires:

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

2 Jasuar Nama and Tiakar or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

12/16/2016

Stock

Helms Thomas F. Jr. (Last) (First) (Middle) TURNING POINT BRANDS, INC., 5201 INTERCHANGE WAY				2. Issuer Name and Ticker or Trading Symbol Turning Point Brands, Inc. [TPB] 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2016					(Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)			
	(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. Deeme Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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 Indirect Beneficial Ownership (Instr. 4)		
	Common Stock								1,740,062	I (1)	By Helms Management Corp.	
	Common Stock	12/15/2016			P	100	A	\$ 12.87	1,600	D		
	Common Stock	12/16/2016			P	500	A	\$ 12.95	2,100	D		
	Common	12/16/2016			P	400	Α	\$ 13.4	2 500	D		

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

P

400

\$ 13.4 2,500

D

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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)

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. onNumber of Derivativ Securities Acquired			Amou Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
	·				(A) or Disposed of (D) (Instr. 3, 4, and 5)						Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Helms Thomas F. Jr. TURNING POINT BRANDS, INC. 5201 INTERCHANGE WAY LOUISVILLE, KY 40229

Signatures

/s/ Thomas F. Helms, Jr.

**Signature of Reporting Date
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) The reporting person is Chairman of and owns all of the voting capital stock of Helms Management Corp.

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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