

Wexler Lawrence
Form 4
September 19, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Wexler Lawrence

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)

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

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

393 CARTER STREET

09/17/2018

President and CEO

(Street)

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

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

CANAAN, CT 06840

(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 or Price | | |
| Common Stock | 09/17/2018 | | M | | 10,432 A \$ 1.06 | 345,328 | D |
| Common Stock | 09/17/2018 | | F ⁽⁸⁾ | | 4,965 D \$ 39.98 | 340,363 | D |
| Common Stock | 09/18/2018 | | M | | 20,864 A \$ 1.06 | 361,227 | D |
| Common Stock | 09/18/2018 | | F | | 9,757 D \$ 41.16 | 351,470 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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 (2008) <u>(5)</u> | \$ 1.06 | 09/17/2018 | | M | 10,432 | <u>(1)</u> 11/04/2018 | Common Stock | 10,432 |
| Options (2008) <u>(5)</u> | \$ 1.06 | 09/18/2018 | | M | 20,864 | <u>(1)</u> 11/04/2018 | Common Stock | 20,864 |
| Options (2018) <u>(6)</u> | \$ 21.21 | | | | | <u>(4)</u> 03/07/2028 | Common Stock | 26,500 |
| Options (2017) <u>(6)</u> | \$ 15.41 | | | | | <u>(3)</u> 05/17/2027 | Common Stock | 16,819 |
| Options (2014) <u>(5)</u> | \$ 3.83 | | | | | <u>(2)</u> 08/08/2024 | Common Stock | 4,695 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wexler Lawrence 393 CARTER STREET CANAAN, CT 06840 | X | | President and CEO | |

Signatures

Lawrence
Wexler 09/19/2018

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).
 - The options vested and became exercisable as to 50% of the underlying shares on November 4, 2008, 16.66% of the underlying shares on
 - (1) 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.
 - (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.
 - (3) 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.
 - (4) 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.
 - (5) Granted pursuant to the issuer's 2006 Equity Incentive Plan.
 - (6) Granted pursuant to the issuer's 2015 Equity Incentive Plan.
 - (7) Weighted average sale price. On 9/17/2018, the reporting person sold the shares within a range of \$39.71 to \$40.24. 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.
 - (8) The shares of common stock were sold by the Reporting Person pursuant to a pre-approved Rule 10b5-1 trading plan to pay the exercise price and tax liability of expiring stock options.

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.