

NELNET INC
Form SC 13D/A
March 22, 2019

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Nelnet, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

64031N 10 8
(CUSIP Number)

Michael S. Dunlap
c/o Nelnet, Inc.
121 South 13th Street, Suite 100
Lincoln, Nebraska 68508
(402) 458-2370
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

03/14/2019
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 64031N 10 8

1) Names of Reporting Persons.

Dunlap, Michael S.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3) SEC Use Only

4) Source of Funds (See Instructions) OO

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:	7) Sole Voting Power	3,805,833 (1)
	8) Shared Voting Power	14,127,253 (2)
	9) Sole Dispositive Power	3,805,833 (1)

10) Shared Dispositive Power 14,127,253 (2)

11) Aggregate Amount Beneficially
Owned by Each Reporting Person 17,933,086

12) Check if the Aggregate Amount in Row (11)
Excludes Certain Shares (See Instructions) ☐

13) Percent of Class Represented by Amount in Row (11) 44.8% (3)

14) Type of Reporting Person (See Instructions) IN HC

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- (1) Includes (i) 1,201,299 shares of Class B common stock (which shares are convertible into the same number of shares of Class A common stock at the option of the holder at any time, with each share of Class A common stock having one vote and each share of Class B common stock having ten votes on all matters to be voted upon by the issuer's shareholders); (ii) 554,960 shares of Class B common stock owned by Mr. Dunlap's spouse; and (iii) 2,049,574 shares of Class A common stock held by Mr. Dunlap, who is the Executive Chairman of the Board of Directors of the issuer.
- (2) Includes (i) 1,586,691 shares of Class B common stock owned by Union Financial Services, Inc. ("UFS"), of which Mr. Dunlap is chairman and president and owns 50% of the outstanding capital stock and of which the estate of Stephen F. Butterfield, the former Vice Chairman of the Board of Directors and significant shareholder of the issuer who passed away on April 16, 2018, owns the remaining 50% of the outstanding capital stock (UFS is included as an additional reporting person in this filing); (ii) 898,630 shares of Class B common stock held by Union Bank and Trust Company ("Union Bank"), of which Mr. Dunlap is a director and a significant shareholder through Farmers & Merchants Investment Inc. ("F&M"), as trustee for a grantor retained annuity trust ("GRAT") established by Mr. Dunlap in 2003; (iii) a total of 2,442,784 shares of Class B common stock held in four separate GRATs established by Mr. Dunlap in 2011 (collectively, the "2011 GRATs"), three separate other irrevocable trusts established by Mr. Dunlap in 2011, and three separate post annuity irrevocable trusts established under two separate other GRATs in connection with the expiration of the annuity terms of such GRATs that were established by Mr. Dunlap in 2011 (with the four 2011 GRATs, the three separate other irrevocable trusts, and the three separate post annuity irrevocable trusts collectively referred to as the "2011 Trusts"), for which 2011 Trusts Whitetail Rock Capital Management, LLC ("WRCM"), a majority owned subsidiary of the issuer, serves as investment adviser; (iv) a total of 2,445,040 shares of Class B common stock held in six separate GRATs established by Mr. Dunlap's spouse in 2015, for which WRCM serves as investment adviser; (v) a total of 1,002,630 shares of Class B common stock held in twelve separate GRATs established in 2015 by Shelby J. Butterfield and Stephen F. Butterfield, for which GRATs WRCM serves as investment adviser; (vi) 778,089 shares of Class B common stock transferred effective as of March 14, 2019 from the estate of Stephen F. Butterfield to the Butterfield Family Trust, for which trust WRCM serves as investment adviser with respect to shares of the issuer's stock held therein; (vii) 135,332 shares of Class B common stock transferred effective as of March 14, 2019 from the Stephen F. Butterfield Revocable Living Trust to the restated Stephen F. Butterfield Revocable Living Trust, for which restated trust WRCM serves as investment adviser with respect to shares of the issuer's stock held therein; (viii) 52,995 shares of Class B common stock held by a charitable lead annuity trust ("CLAT") established by Stephen F. Butterfield, for which CLAT WRCM serves as investment adviser; (ix) a total of 300 shares of Class B common stock held in increments of 100 shares by each of Mr. Dunlap's three adult sons; and (x) a total of 7,358 shares of Class A common stock held in various increments by each of Mr. Dunlap's three adult sons. Also includes shares that are owned by entities that Mr. Dunlap may be deemed to control, consisting of: (a) a total of 142,112 shares of Class A common stock held by Union Bank (as of December 31, 2018) as trustee under a certain charitable remainder unitrust ("CRUT") and a certain other irrevocable trust established by Jeffrey R. Noordhoek, Chief Executive Officer of the issuer; (b) a total of 204,108 shares of Class B common stock held by Union Bank as trustee under five separate irrevocable trusts established upon the expiration in 2013 of the annuity term of a GRAT previously established by Mr. Butterfield; (c) a total of 3,625,999 shares of Class A common stock held by Union Bank (as of December 31, 2018) in individual accounts for Angela L. Muhleisen, a sister of Mr. Dunlap, her spouse, her adult daughter, and her adult son; (d) 24,000 shares of Class A common stock held by Union Bank (as of December 31, 2018) as trustee for a charitable foundation; (e) 30,000 shares of Class A common stock held by Union Bank (as of December 31, 2018) for its profit sharing plan; and (f) a total of 751,185 shares of Class A common stock held for the accounts of miscellaneous trusts, IRAs, and investment accounts at Union Bank (as of December 31, 2018) as part of Union Bank's commercial bank operations, which number of shares of Class A common stock includes a total of 402,297 shares of Class A common stock held in various accounts for Deborah Bartels, a sister of Mr. Dunlap, her spouse, and certain trusts established by Ms. Bartels and her spouse. Mr.

Dunlap disclaims beneficial ownership of the shares discussed above except to the extent that Mr. Dunlap actually has or shares voting power or investment power with respect to such shares, and the reporting thereof shall not be construed as an admission that Mr. Dunlap is a beneficial owner of such shares.

- (3) This percentage reflects issuer repurchases of shares of Class A common stock during 2018, and a resulting reduction in the number of outstanding shares of Class A common stock.

CUSIP No. 64031N 10 8

1) Names of Reporting Persons.

Union Financial Services, Inc.

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3) SEC Use Only

4) Source of Funds (See Instructions) OO

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization

Nevada

Number of Shares Beneficially Owned by Each Reporting Person With:	7) Sole Voting Power	0
	8) Shared Voting Power	1,586,691 (1)
	9) Sole Dispositive Power	0

10) Shared Dispositive Power 1,586,691 (1)

11) Aggregate Amount Beneficially
Owned by Each Reporting Person 1,586,691

12) Check if the Aggregate Amount in Row (11)
Excludes Certain Shares (See Instructions) ☐

13) Percent of Class Represented by Amount in Row (11) 5.2% (2)

14) Type of Reporting Person (See Instructions) CO HC

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Represents a total of 1,586,691 shares of Class B common stock (which shares are convertible into the same number of shares of Class A common stock at the option of the holder at any time, with each share of Class A common stock having one vote and each share of Class B common stock having ten votes on all matters to be voted upon by the issuer's shareholders) owned by Union Financial Services, Inc. ("UFS"), of which Michael S.

- (1) Dunlap, Executive Chairman of the Board of Directors and a significant shareholder of the issuer, is chairman and president and owns 50% of the outstanding capital stock and of which the estate of Stephen F. Butterfield, the former Vice Chairman of the Board of Directors and significant shareholder of the issuer who passed away on April 16, 2018, owns the remaining 50% of the outstanding capital stock. Such shares of Class B common stock owned by UFS are also reported herein as beneficially owned by Mr. Dunlap.

- (2) This percentage reflects issuer repurchases of shares of Class A common stock during 2018, and a resulting reduction in the number of outstanding shares of Class A common stock.

Explanatory Note

This Amendment No. 5 to Statement on Schedule 13D (this “Amendment No. 5”) amends and supplements the Statement on Schedule 13D filed by Michael S. Dunlap on February 5, 2016 (the “Original Schedule 13D”), as previously amended by Amendment No. 1 to Statement on Schedule 13D filed by Mr. Dunlap on January 24, 2017 (“Amendment No. 1”), Amendment No. 2 to Statement on Schedule 13D filed by Mr. Dunlap and Union Financial Services, Inc. (“UFS”) as an additional reporting person, whose shares of the issuer have continuously been reported in this Schedule 13D as beneficially owned by Mr. Dunlap, on November 16, 2017 (“Amendment No. 2”), Amendment No. 3 to Statement on Schedule 13D filed by Mr. Dunlap and UFS on February 12, 2018 (“Amendment No. 3”), and Amendment No. 4 to Statement on Schedule 13D filed by Mr. Dunlap and UFS on February 13, 2019 (“Amendment No. 4” and taken together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 and this Amendment No. 5, the “Schedule 13D”). Capitalized terms used but not defined in this Amendment No. 5 shall have the meanings previously given to them in the Schedule 13D.

This Amendment No. 5 is filed since Mr. Dunlap may be deemed to have acquired beneficial ownership of a total of 913,421 shares of the subject class of securities as a result of (i) the transfer effective as of March 14, 2019 by the estate of Stephen F. Butterfield of 778,089 shares of Class B common stock to the Butterfield Family Trust, for which trust WRCM serves as investment adviser with respect to shares of the issuer’s stock held therein; and (ii) the transfer effective as of March 14, 2019 by the Stephen F. Butterfield Revocable Living Trust of 135,332 shares of Class B common stock to the restated Stephen F. Butterfield Revocable Living Trust, for which restated trust WRCM serves as investment adviser with respect to shares of the issuer’s stock held therein. UFS has not effected any acquisition or disposition of securities of the issuer, and there has been no change in the number of securities of the issuer beneficially owned by UFS, since the filing of Amendment No. 4, and Mr. Dunlap continues to report in this Amendment No. 5 beneficial ownership of all of the shares of the subject class of securities reported herein as held and beneficially owned by UFS. Except as set forth in this Amendment No. 5, the information in the Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, and Amendment No. 4, remains unchanged.

Item 4. Purpose of Transaction.

Item 4 is amended and restated to read as follows:

In December 2015, Stephen F. Butterfield and his spouse Shelby J. Butterfield contributed a total of 1,200,000 shares of Class B common stock to twelve separate GRATs established by Mr. Butterfield and Ms. Butterfield on December 18, 2015 (the “Butterfield GRATs”). On January 3, 2017, Mr. Butterfield contributed 70,286 shares of Class B common stock to a CLAT. Such transactions were conducted for tax and estate planning purposes. WRCM was selected by Mr. Butterfield and Ms. Butterfield to serve as investment adviser for the Butterfield GRATs and the CLAT due in part to Mr. Butterfield’s familiarity, as Vice Chairman of the Board of Directors of the issuer, with WRCM, a majority owned subsidiary of the issuer and registered as an investment adviser under Section 203 of the Investment Advisers Act of 1940. Mr. Butterfield passed away on April 16, 2018. Under the Butterfield GRATs and the CLAT, annuity payments are made to Ms. Butterfield and Mr. Butterfield’s estate, and a charitable organization, respectively, and such annuity payments may be in the form of shares of Class B common stock. The number of shares of Class B common stock to be distributed as an annuity payment is based in part on the market price of the Class A common stock on the distribution date and therefore cannot be calculated until the date of the distribution. In addition to shares of Class B common stock, annuity payments (and their associated timing) may be based upon, and include, amounts generated from the holdings of the Butterfield GRATs and the CLAT, including, among other things, dividends paid or payable with respect to the shares of Class B common stock held in the Butterfield GRATs and the CLAT. In addition, the Butterfield GRATs and the CLAT may in the future determine to otherwise acquire or dispose of securities of the issuer, but as of the date hereof there are no such plans or proposals.

On November 7, 2017, the issuer reported in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017 that during the nine months ended September 30, 2017 the issuer repurchased a total of 1,363,571 shares of its Class A common stock under its publicly disclosed stock repurchase program. As a result of such issuer stock repurchases and the corresponding reduction in the number of shares of Class A common stock outstanding, the percentage of securities beneficially owned by Mr. Dunlap increased from approximately 42.5% as reported in

Amendment No. 1 to approximately 43.8%, and the percentage of securities beneficially owned by UFS increased from below 5% to approximately 5.1%.

Effective as of March 14, 2019, the estate of Stephen F. Butterfield transferred 778,089 shares of Class B common stock to the Butterfield Family Trust, for which trust WRCM serves as investment adviser with respect to shares of the issuer's stock held therein. In addition, also effective as of March 14, 2019, the Stephen F. Butterfield Revocable Living Trust transferred 135,332 shares of Class B common stock to the restated Stephen F. Butterfield Revocable Living Trust, for which restated trust

WRCM serves as investment adviser with respect to shares of the issuer's stock held therein. Such transfers were made for estate planning purposes. WRCM was selected by the Butterfield Family Trust and the restated Stephen F. Butterfield Revocable Living Trust to serve as investment adviser for such trusts due in part to the familiarity with WRCM as investment adviser for other Butterfield-related trusts, as indicated above.

As indicated in Item 2(c) above, Mr. Dunlap serves as the issuer's Executive Chairman of the Board of Directors, and is also a significant shareholder of the issuer with substantial voting power and control with respect to the issuer, and as a result, in the ordinary course of business or otherwise, Mr. Dunlap regularly considers and explores potential actions and transactions that Mr. Dunlap believes may be advantageous to the issuer and intends to continue to discuss with the issuer, consider, encourage, and potentially approve such matters and take such actions as Mr. Dunlap considers to be in the best interests of the issuer, including to influence or make changes with respect to the issuer's board of directors (including the composition, number, or terms of directors), management, business, charter or bylaws, and other general affairs, which matters and actions could potentially relate to or result in one or more of the transactions or changes enumerated in the penultimate sentence of this paragraph. As indicated in Item 5(d) below, Mr. Dunlap is chairman and president and owns 50% of the outstanding capital stock of UFS, and the estate of Stephen F. Butterfield owns the remaining 50% of the outstanding capital stock of UFS. Other than as set forth herein (including the material filed as exhibits to this statement), or as publicly disclosed by the issuer, neither Mr. Dunlap nor UFS has any present plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation involving the issuer or any of its significant subsidiaries; (c) a sale or transfer of a material amount of assets of the issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the issuer; (f) any other material change in the issuer's business or corporate structure; (g) changes in the issuer's charter or bylaws or other actions which may impede the acquisition of control of the issuer by any person; (h) causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or (j) any action similar to any of those enumerated above. However, Mr. Dunlap and UFS reserve the right to develop any such plans or proposals, and in doing so may take into consideration various factors, such as the issuer's businesses and prospects, other developments concerning the issuer, and general economic, industry, and stock market conditions.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated to read as follows:

As of the date hereof, (i) Mr. Dunlap may be deemed to beneficially own, for purposes of Section 13(d) of the Act, a total of 17,933,086 shares of Class A common stock (including a total of 11,302,858 shares of Class A common stock which may be obtained upon conversion of a total of 11,302,858 shares of Class B common stock which Mr. Dunlap may be deemed to beneficially own), which represents approximately 44.8% of the shares of Class A common stock outstanding, on an as-converted basis; and (ii) UFS is deemed to beneficially own, for purposes of (a) Section 13(d) of the Act, a total of 1,586,691 shares of Class A common stock which may be obtained upon conversion of the total of 1,586,691 shares of Class B common stock owned by UFS, which represents approximately 5.2% of the shares of Class A common stock outstanding, on an as-converted basis. Such shares owned by UFS are also included in the shares which Mr. Dunlap may be deemed to beneficially own as reported herein.

(b) Mr. Dunlap has sole voting and dispositive power with respect to 3,805,833 of the 17,933,086 shares of Class A common stock set forth in Item 5(a)(i) above, and may be deemed to have shared voting and dispositive power with respect to 14,127,253 of the 17,933,086 shares of Class A common stock set forth in Item 5(a)(i) above. For further information with respect to the shares as to which Mr. Dunlap has sole voting and dispositive power, see footnote (1) to Rows 7) and 9) with respect to Mr. Dunlap above, which is incorporated by reference herein. For

further information with respect to the shares as to which Mr. Dunlap may be deemed to have shared voting and dispositive power, see footnote (2) to Rows 8) and 10) with respect to Mr. Dunlap above, which is incorporated by reference herein. UFS may be deemed to have shared voting and dispositive power with respect to the 1,586,691 shares of Class A common stock set forth in Item 5(a)(ii) above, and such shares are also included in the shares as to which Mr. Dunlap may be deemed to have shared voting and dispositive power as reported herein. For further information with respect to the shares as to which UFS may be deemed to have shared voting and dispositive power, see footnote (1) to Rows 8) and 10) with respect to UFS above, which is incorporated by reference herein.

With respect to persons with whom voting or dispositive power may be deemed to be shared as discussed in footnote (2) to Rows 8) and 10) with respect to Mr. Dunlap above and as discussed in footnote (1) to Rows 8) and 10) with respect to UFS above, (i) Shelby J. Butterfield has a business address of c/o Gallagher & Kennedy, 2575 East Camelback Road, Phoenix, Arizona 85016, has a present principal occupation of managing family assets and investments and serving as personal representative of the estate of Stephen F. Butterfield, and is a United States citizen; (ii) Union Bank is a state bank chartered under Nebraska law, and has a principal business and office address of 6801 South 27th Street, Lincoln, Nebraska 68512; (iii) WRCM is organized under Nebraska law, is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, and has a principal business and office address of 121 South 13th Street, Suite 100, Lincoln, Nebraska 68508; (iv) Angela L. Muhleisen has a business address of c/o Farmers & Merchants Investment Inc., 6801 South 27th Street, Lincoln, Nebraska 68512, has a present principal occupation of serving as Chairperson, President, and Chief Executive Officer of Union Bank, and is a United States citizen; and (v) Deborah Bartels has a business address of 121 South 13th Street, Suite 100, Lincoln, Nebraska 68508, has a present principal occupation of management of various agriculture-related business activities, and is a United States citizen. During the last five years, none of Ms. Butterfield, Union Bank, WRCM, Ms. Muhleisen, or Ms. Bartels has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The reporting persons have not engaged in any transactions in the class of securities reported on that were effected during the past 60 days or since the filing of Amendment No. 4 on February 13, 2019, whichever is less, other than (c) with respect to the transactions described in the footnotes to Rows 7) through 10) with respect to Mr. Dunlap above and the Explanatory Note above, which are incorporated by reference herein.

As discussed in the footnotes for Rows 7) through 10) for each of the reporting persons above, certain securities reported in this statement are held by or on behalf of persons other than the reporting persons, which other persons (d) have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities. Mr. Dunlap is chairman and president and owns 50% of the outstanding capital stock of UFS, and the estate of Stephen F. Butterfield owns the remaining 50% of the outstanding capital stock of UFS.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 22, 2019

Michael S. Dunlap

/s/ Audra Hoffschneider

Name: Audra Hoffschneider

Title: Attorney-in-Fact*

UNION FINANCIAL SERVICES, INC.

By: /s/ Audra Hoffschneider

Name: Audra Hoffschneider

Title: Attorney-in-Fact**

* Pursuant to the power of attorney granted by Michael S. Dunlap, dated January 24, 2018 and filed on February 12, 2018 as an exhibit to amendment no. 3 to this statement and incorporated herein by reference.

** Pursuant to the power of attorney granted by Union Financial Services, Inc., dated November 16, 2017 and filed on November 16, 2017 as an exhibit to amendment no. 2 to this statement and incorporated herein by reference.