

NELNET INC
Form 4
January 08, 2016

FORM 4

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

OMB APPROVAL

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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 *
BUTTERFIELD STEPHEN F

(Last) (First) (Middle)

6991 EAST CAMELBACK ROAD, SUITE B290

(Street)

SCOTTSDALE, AZ 85251

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NELNET INC [NNI]

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2015

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Class B Common Stock | 12/18/2015 | | G V | 800,100 D \$ 0 | 895,003 ⁽¹⁾ / ₍₂₎ | D | |
| Class B Common Stock | 12/18/2015 | | G V | 800,100 A \$ 0 | 100 ⁽³⁾ | I | By spouse |
| Class B Common Stock | | | | | 100,000 ⁽⁴⁾ | I | By GRAT |
| Class B Common Stock | | | | | 100,000 ⁽⁵⁾ | I | By GRAT |

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| | | | | |
|----------------------------|--------------------------|---|--|-------------------|
| Stock | | | | |
| Class B Common Stock | 100,000 <u>(6)</u> | I | | By GRAT |
| Class B Common Stock | 100,000 <u>(7)</u> | I | | By GRAT |
| Class B Common Stock | 100,000 <u>(8)</u> | I | | By GRAT |
| Class B Common Stock | 100,000 <u>(9)</u> | I | | By GRAT |
| Class B Common Stock | 100,000 <u>(10)</u> | I | | By GRAT |
| Class B Common Stock | 100,000 <u>(11)</u> | I | | By GRAT |
| Class B Common Stock | 100,000 <u>(12)</u> | I | | By GRAT |
| Class B Common Stock | 100,000 <u>(13)</u> | I | | By GRAT |
| Class B Common Stock | 100,000 <u>(14)</u> | I | | By GRAT |
| Class B Common Stock | 100,000 <u>(15)</u> | I | | By GRAT |
| Class B Common Stock | 1,586,691 <u>(16)</u> | I | | By corporation |
| Class B Common Stock | 50,425 <u>(17)</u> | I | | By trust |
| Class B Common Stock | 50,425 <u>(18)</u> | I | | By trust |
| Class B Common Stock | 50,425 <u>(19)</u> | I | | By trust |

| | | | |
|----------------------------|------------------------|---|----------|
| Class B Common Stock | 50,425 ⁽²⁰⁾ | I | By trust |
| Class B Common Stock | 50,425 ⁽²¹⁾ | I | By trust |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| BUTTERFIELD STEPHEN F 6991 EAST CAMELBACK ROAD SUITE B290 SCOTTSDALE, AZ 85251 | X | X | | |

Signatures

| | |
|---|------------|
| /s/ Bobbi Millwood, Attorney-in-Fact for Stephen F. Butterfield | 01/08/2016 |
| **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) Shares reported as directly owned include shares held by the reporting person's revocable living trust.
Reflects the contribution of a total of 400,000 shares of Class B common stock to grantor retained annuity trusts ("GRATs") established by the reporting person on December 18, 2015, as discussed in footnotes (4) through (7) below and set forth in the line items corresponding thereto.
- (2) Reflects the subsequent change in the form of beneficial ownership of 800,000 shares on December 18, 2015 through the contribution of a total of 800,000 shares of Class B common stock to GRATs established by the reporting person's spouse on December 18, 2015, as discussed in footnotes (8) through (15) below and set forth in the line items corresponding thereto.
- (3) On December 18, 2015, the reporting person contributed 100,000 shares to a GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (4) On December 18, 2015, the reporting person contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (5) On December 18, 2015, the reporting person contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (6) On December 18, 2015, the reporting person contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (7) On December 18, 2015, the reporting person contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (8) On December 18, 2015, the reporting person's spouse contributed 100,000 shares to a GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (9) On December 18, 2015, the reporting person's spouse contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (10) On December 18, 2015, the reporting person's spouse contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (11) On December 18, 2015, the reporting person's spouse contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (12) On December 18, 2015, the reporting person's spouse contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (13) On December 18, 2015, the reporting person's spouse contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (14) On December 18, 2015, the reporting person's spouse contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (15) On December 18, 2015, the reporting person's spouse contributed 100,000 shares to a separate GRAT dated December 18, 2015. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.
- (16) Shares held by Union Financial Services, Inc. ("UFS"), of which the reporting person is a director and president and owns 50.0% of the outstanding capital stock. The reporting person continues to report beneficial ownership of all the shares held by UFS, but disclaims beneficial ownership of the shares held by UFS except to the extent of his pecuniary interest therein.
- (17)

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Shares held by a trust, of which an adult son of the reporting person is the beneficiary. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.

(18) Shares held by a trust, of which an adult son of the reporting person is the beneficiary. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.

(19) Shares held by a trust, of which an adult son of the reporting person is the beneficiary. The reporting person continues to report beneficial ownership of all the shares held by the trust, but disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein.

(20) Shares held by a trust, of which a son of the reporting person is the beneficiary.

(21) Shares held by a trust, of which a daughter of the reporting person is the beneficiary.

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.