

Wexler Lawrence  
Form 4  
March 22, 2019

**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 \*  
Wexler Lawrence

(Last) (First) (Middle)  
393 CARTER STREET  
(Street)

CANAAN, CT 06840

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Turning Point Brands, Inc. [TPB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/20/2019

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)  
President and CEO

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) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|---------------------------------|------------------------------------|------------------|------------|--|------|---|--------|-----|---------------------|--------------------|-----------------|-------------------------------------|
| Options<br>(2019)<br><u>(5)</u> | \$ 47.58                           | 03/20/2019       |            |  | A    |   | 35,500 |     | <u>(6)</u>          | 03/20/2029         | Common<br>Stock | 35,500                              |
| Options<br>(2018)<br><u>(5)</u> | \$ 21.21                           |                  |            |  |      |   |        |     | <u>(3)</u>          | 03/07/2028         | Common<br>Stock | 26,500                              |
| Options<br>(2017)<br><u>(5)</u> | \$ 15.41                           |                  |            |  |      |   |        |     | <u>(2)</u>          | 05/17/2027         | Common<br>Stock | 16,819                              |
| Options<br>(2014)<br><u>(4)</u> | \$ 3.83                            |                  |            |  |      |   |        |     | <u>(1)</u>          | 08/08/2024         | Common<br>Stock | 4,695                               |

## Reporting Owners

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

## Signatures

Lawrence  
Wexler

03/22/2019

    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 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.
- (2) 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.
- (3) 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.
- (4) Granted pursuant to the issuer's 2006 Equity Incentive Plan.
- (5) Granted pursuant to the issuer's 2015 Equity Incentive Plan.

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- (6) The options vest and become exercisable as to 34% of the underlying shares on January 1, 2020, 33% of the underlying shares on January 1, 2021 and 33% of the underlying shares on January 1, 2022.

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