SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

1. Name and Address of Reporting Person[*] PBRA, LLC	2. Issuer Name **and** Ticker or Trading Symbol Origin Bancorp, Inc. [OBNK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person[*]

PBRA, LLC

(Last)	(First)	(Middle)

C/O PINE BROOK ROAD PARTNERS, LLC

60 EAST 42ND STREET, 50TH FLOOR

(Street)

NEW YORK	NY	10165

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Origin Bancorp, Inc. [OBNK]

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2018

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

	Form filed by One Reporting Person
X	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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $5.00 per share	05/10/2018		S		675,000	D	$31.62	1,128,285	I	See Footnotes⁽¹⁾⁽²⁾⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person[*]

PBRA, LLC

(Last)	(First)	(Middle)

C/O PINE BROOK ROAD PARTNERS, LLC

60 EAST 42ND STREET, 50TH FLOOR

(Street)

NEW YORK	NY	10165

(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

PINE BROOK CAPITAL PARTNERS LP

(Last)	(First)	(Middle)

C/O PINE BROOK ROAD PARTNERS, LLC

60 EAST 42ND STREET, 50TH FLOOR

(Street)

NEW YORK	NY	10165

(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

NEWMAN HOWARD H

(Last)	(First)	(Middle)

1. Name and Address of Reporting Person[*]

Pine Brook Road Associates, L.P.

(Last)	(First)	(Middle)

C/O PINE BROOK ROAD PARTNERS, LLC

60 EAST 42ND STREET, 50TH FLOOR

(Street)

NEW YORK	NY	10165
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 4 is being filed on behalf of Pine Brook Capital Partners, L.P., a Delaware limited partnership, Pine Brook Road Associates, L.P., a Delaware limited partnership and the general partner of Pine Brook Capital Partners, L.P., PBRA, LLC, a Delaware single-member limited liability company that controls Pine Brook Road Associates, L.P. in its capacity as general partner, and Howard Newman, the sole member of PBRA, LLC. Mr. Newman has investment and voting control over the shares held or controlled by the Pine Brook Funds (as defined below).

2. Pine Brook Capital Partners, L.P., Pine Brook Capital Partners (SSP Offshore) II, L.P. and Pine Brook Capital Partners (Cayman), L.P. (collectively, the "Pine Brook Funds") sold 541,569, 95,609 and 37,822, respectively, shares of common stock of Origin Bancorp, Inc. in connection with its initial public offering, which closed on May 10, 2018.

3. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934 (the "Exchange Act"), the filing of this statement shall not be deemed an admission that any Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities reported herein.

Remarks:

Signature	Date
By: PBRA, LLC; By: /s/ Oliver Goldstein, Executive Vice President	05/10/2018
By: Pine Brook Capital Partners, L.P.; By: Pine Brook Road Associates, L.P., its General Partner; By: PBRA, LLC, its General Partner; By: /s/ Oliver Goldstein, Executive Vice President	05/10/2018
/s/ Oliver Goldstein, as Attorney-in-Fact	05/10/2018
By: Pine Brook Road Associates, L.P.; By: PBRA, LLC, its General Partner; By: /s/ Oliver Goldstein, Executive Vice President	05/10/2018
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.