

KINGSTONE COMPANIES, INC.
Form SC 13D/A
February 01, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 11)*

Kingstone Companies, Inc.
(Name of Issuer)

Common Stock, \$.01 Par Value
(Title of Class of Securities)

496719105
(CUSIP Number)

Barry Goldstein
15 Joys Lane
Kingston, New York 12401
(845) 802-7900
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 31, 2017
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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).

(Continued on following pages)

SCHEDULE 13D

CUSIP No. 496719105

Name of Reporting Person

1. Barry Goldstein

Check the appropriate box if a member of a group*

2. (a)
(b)

3. SEC Use Only

Source of Funds

4. N/A

Check box if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

5. Citizenship or Place of Organization

6. United States

| | | |
|--------------------------------------------------------------------|------------------------------|---------|
| Number of Shares Beneficially Owned By Each Reporting Person With: | 7. Sole Voting Power | 800,504 |
| | 8. Shared Voting Power | 111,581 |
| | 9. Sole Dispositive Power | 800,504 |
| | 10. Shared Dispositive Power | 111,581 |

Aggregate Amount Beneficially Owned by

11. Reporting Person
912,085

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

12. Percent of Class Represented by Amount in Row (11)
8.6%

13. Type of Reporting Person
IN

ITEM 1. SECURITY AND ISSUER.

This statement amends and supplements the Schedule 13D dated May 24, 2002, as previously amended by Amendment No. 1, dated May 28, 2002, Amendment No. 2, dated February 5, 2003, Amendment No. 3, dated February 2, 2004, Amendment No. 4, dated December 20, 2004, Amendment No. 5, dated February 2, 2005, Amendment No. 6, dated October 18, 2007, Amendment No. 7, dated September 17, 2008, Amendment No. 8, dated August 17, 2009, Amendment No. 9, dated March 24, 2010, and Amendment No. 10, dated August 12, 2014 relating to shares of Common Stock, par value \$.01 per share (the "Common Stock"), of Kingstone Companies, Inc., a Delaware corporation (the "Company"). The address of the principal executive offices of the Company is 15 Joys Lane, Kingston, New York 12401.

ITEM 2. IDENTITY AND BACKGROUND.

(a) Name of Reporting Person:

Barry Goldstein

(b) Residence or business address:

15 Joys Lane

Kingston, New York 12401

(c) The Reporting Person is employed as the Chief Executive Officer, President and Chairman of the Board of the Company.

(d) The Reporting Person has not been convicted in a criminal proceeding in the last five years.

(e) The Reporting Person has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in 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.

(f) The Reporting Person is a citizen of the United States of America.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

N/A

ITEM 4. PURPOSE OF TRANSACTION.

On January 25, 2017, the Reporting Person entered into an underwriting agreement (the "Underwriting Agreement") with the Company, the other selling stockholders named therein (together with the Reporting Person, the "Selling Stockholders") and Sandler O'Neill & Partners, L.P. ("Sandler O'Neill"), as representative of the several underwriters named therein (the "Underwriters"). Pursuant to the Underwriting Agreement, the Reporting Person, retirement trusts established for the benefit of the Reporting Person and the Reporting Person's wife sold to the Underwriters 202,046, 35,900 and 32,580 shares of Common Stock, respectively, at a price of \$12.00 per share, less underwriting discounts and commissions of \$0.69 per share.

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The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as an exhibit hereto and which is incorporated herein by reference.

Concurrently with the execution of the Underwriting Agreement, the Reporting Person delivered to the Underwriters a lock-up agreement (the "Lock-Up Agreement") pursuant to which he agreed, subject to certain exceptions, that, for a period of 90 days commencing January 25, 2017, he will not (i) sell, offer, agree to sell, contract to sell, hypothecate, pledge, grant any option to purchase, make any short sale or otherwise dispose of or hedge, directly or indirectly, any shares of Common Stock or securities convertible into, or exchangeable or exercisable for, any shares of Common Stock or warrants or other rights to purchase Common Stock or any other securities of the Company that are substantially similar to the Common Stock, whether now owned or hereafter acquired, owned directly by him (including holding as a custodian) or with respect to which he has or may be deemed to have beneficial ownership in accordance with the rules and regulations of the Securities and Exchange Commission or (ii) publicly announce an intention to do any of the foregoing.

The foregoing description of the Lock-Up Agreement is qualified in its entirety by reference to the full text of the Lock-Up Agreement, which is incorporated herein by reference

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) As of the date hereof, the Reporting Person is the beneficial owner of 912,085 shares of Common Stock of the Company (or approximately 8.6% of the outstanding Common Stock of the Company). Of such number, 187,500 shares are issuable upon the exercise of options that are exercisable currently or within 60 days and 111,581 shares of Common Stock are owned by the Reporting Person's wife. The inclusion of the shares owned by the Reporting Person's wife shall not be construed as an admission that the Reporting Person is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of such shares.

(b) The Reporting Person has sole voting and dispositive power over 800,504 shares and shared voting and dispositive control over 111,581 shares.

(c) During the past 60 days, except as reported in Item 4 hereof, the Reporting Person has not effected any transactions in the Common Stock of the Company.

ITEM 6. CONTRACTS, AGREEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The information provided in Item 4 is hereby incorporated by reference herein.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

(1) Underwriting Agreement, dated as of January 25, 2017, by and among the Company, the Selling Stockholders and Sandler O'Neill, as representative of the Underwriters.¹

(2) Lock-Up Agreement, dated as of January 24, 2017, executed by the Reporting Person.

¹ Incorporated by reference to Current Report on Form 8-K filed by the Company on January 27, 2017.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2017 By: /s/ Barry Goldstein
Barry Goldstein

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Exhibit
