

# **GLOBAL BROKERAGE, INC.**

Reported by  
**NIV DROR**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/29/17 for the Period Ending 11/27/17

Address 55 WATER ST.  
FL 50  
NEW YORK, NY, 10041  
Telephone 6464322241  
CIK 0001499912  
Symbol GLBR  
SIC Code 6200 - Security and Commodity Brokers, Dealers, Exchanges and Services  
Industry Investment Banking & Brokerage Services  
Sector Financials  
Fiscal Year 12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |  |   |  |  |   |  |  |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person *                         |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |  |
| <b>Niv Dror</b>   |  |  | <b>Global Brokerage, Inc. [ GLBR ]</b>            |  |  | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |
| (Last)                      (First)                      (Middle) |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |   |  |  |
| <b>C/O GLOBAL BROKERAGE, INC., 55<br/>WATER ST.</b>               |  |  | <b>11/27/2017</b>                                 |  |  |   |  |  |
| (Street)  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| <b>NEW YORK, NY 10041</b>   |  |  |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                       |  |  |
| (City)                      (State)                      (Zip)    |  |  |   |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |            | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |            | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|------------|---|---------------|------------|---|---|---|
|                                    |                |   | Code                         | V          | Amount  | (A) or<br>(D) | Price      |   |   |   |
| Class A Common Stock               | 11/27/2017     |   | C                            | <u>(1)</u> | 768047  | A             | <u>(1)</u> | 842489  | I   | By Trusts<br><u>(2)</u>   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |            | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |        | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|---------------------------------|------------|--|--------|--|--------------------|--|----------------------------------|---|--|---|--|
|  |  |                   |   | Code                            | V          | (A)  | (D)    | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Units of Global<br>Brokerage<br>Holdings LLC   | <u>(1)</u>   | 11/27/2017        |   | C                               | <u>(1)</u> |  | 768047 | <u>(1)</u>                                 | <u>(1)</u>         | Class A<br>Common<br>Stock   | 768047                           | <u>(1)</u>  | 0  | D   |  |

#### Explanation of Responses:

- Pursuant to the terms of an exchange agreement, as of December 7, 2011, units of Global Brokerage Holdings LLC are exchangeable for shares of Class A common stock of Global Brokerage, Inc. on a one-for-one basis.
- A portion of these securities are (i) held by a trust, for the benefit of Mr. Niv's family, for which Mr. Niv's wife serves as investment adviser, and (ii) held by trusts, over which the Reporting Person exercises investment control. Mr. Niv disclaims beneficial ownership over the securities held by these trusts except to the extent of his pecuniary interest therein.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>Niv Dror</b><br><b>C/O GLOBAL BROKERAGE, INC.</b><br><b>55 WATER ST.</b><br><b>NEW YORK, NY 10041</b> |               | X         |         |       |

#### Signatures

/s/ David S. Sassoon, as designated signatory

11/29/2017

\*\*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.

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