

KINGSWAY FINANCIAL SERVICES INC
 Form 4
 December 27, 2013

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 *
STILWELL JOSEPH

2. Issuer Name and Ticker or Trading Symbol
KINGSWAY FINANCIAL SERVICES INC [KFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
111 BROADWAY, 12TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/24/2013

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

NEW YORK, NY 10006

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/24/2013 | | J | | 7,200 ⁽¹⁾ A \$ 3.83 | | 3,171,015 ⁽²⁾ D |
| Common Stock | 12/24/2013 | | J | | 131,550 ⁽¹⁾ A \$ 3.83 | | 3,171,015 ⁽²⁾ D |
| Common Stock | 12/24/2013 | | J | | 45,000 ⁽¹⁾ D \$ 3.83 | | 3,171,015 ⁽²⁾ D |
| Common Stock | 12/24/2013 | | J | | 93,750 ⁽¹⁾ D \$ 3.83 | | 3,171,015 ⁽²⁾ D |

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 (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 Security (Instr. 3 and 4) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|---------------|--|-----------------|---|------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Series A Warrants | \$ 4.5 | 12/24/2013 | | J | 17,704 (3) | | 09/16/2016 | 09/15/2020 | Common Stock | 620 |
| Series A Warrants | \$ 4.5 | 12/24/2013 | | J | 1,046 (3) | | 09/16/2016 | 09/15/2020 | Common Stock | 620 |
| Series A Warrants | \$ 4.5 | 12/24/2013 | | J | | 18,750 (3) | 09/16/2016 | 09/15/2020 | Common Stock | 620 |
| Series B Warrants | \$ 5 | 12/24/2013 | | J | 17,704 (4) | | 09/16/2016 | 09/15/2023 | Common Stock | 620 |
| Series B Warrants | \$ 5 | 12/24/2013 | | J | 1,046 (4) | | 09/16/2016 | 09/15/2023 | Common Stock | 620 |
| Series B Warrants | \$ 5 | 12/24/2013 | | J | | 18,750 (4) | 09/16/2016 | 09/15/2023 | Common Stock | 620 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STILWELL JOSEPH 111 BROADWAY, 12TH FLOOR NEW YORK, NY 10006 | X | X | | |
| Stilwell Value LLC 111 BROADWAY, 12TH FLOOR NEW YORK, NY 10006 | | X | | |

Signatures

/s/ Joseph
Stilwell

12/27/2013

**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) Purchases and sales represent transfers to Stilwell Activist Investments, L.P. (131,550 shares) and Stilwell Activist Fund, L.P. (7,200 shares) from Stilwell Value Partners III, L.P. (45,000 shares) and Stilwell Associates Insurance Fund of The SALI Multi-Series Fund L.P. (93,750 shares).

(2) After giving effect to the transactions reported herein, the following individual and entities directly own shares of common stock as follows: Joseph Stilwell, 156,250 shares; Stilwell Value Partners III, L.P., 60,000 shares; Stilwell Value Partners IV, L.P., 1,060,000 shares; Stilwell Associates, L.P., 752,555 shares; Stilwell Associates Insurance Fund of The SALI Multi-Series Fund L.P., 0 shares; Stilwell Activist Investments, L.P., 971,215 shares; and Stilwell Activist Fund, L.P., 170,995 shares. The aggregate shares are owned indirectly by Joseph Stilwell and all listed entities, other than Stilwell Associates Insurance Fund of The SALI Multi-Series Fund L.P., through Joseph Stilwell's capacity as the managing member and 99% owner of Stilwell Value LLC, which is the general partner of Stilwell Value Partners III, L.P., Stilwell Value Partners IV, L.P., Stilwell Associates, L.P., Stilwell Activist Investments, L.P., and Stilwell Activist Fund, L.P.

(3) Purchases and sales represent transfers to Stilwell Activist Investments, L.P. (17,704 Series A Warrants) and Stilwell Activist Fund, L.P. (1,046 Series A Warrants) from Stilwell Associates Insurance Fund of The SALI Multi-Series Fund L.P. (18,750 Series A Warrants). Following the sale by Stilwell Associates Insurance Fund of The SALI Multi-Series Fund L.P., it holds zero Series A Warrants. Each Series A Warrant represents the right to purchase one share of common stock at the exercise price.

(4) Purchases and sales represent transfers to Stilwell Activist Investments, L.P. (17,704 Series B Warrants) and Stilwell Activist Fund, L.P. (1,046 Series B Warrants) from Stilwell Associates Insurance Fund of The SALI Multi-Series Fund L.P. (18,750 Series B Warrants). Following the sale by Stilwell Associates Insurance Fund of The SALI Multi-Series Fund L.P., it holds zero Series B Warrants. Each Series B Warrant represents the right to purchase one share of common stock at the exercise price.

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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