

Helms Thomas F. Jr.
Form 4
August 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
Helms Thomas F. Jr.

(Last) (First) (Middle)

TURNING POINT BRANDS,
INC., 5201 INTERCHANGE WAY

(Street)

LOUISVILLE, KY 40229

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2018

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)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	08/14/2018		S	850	D	\$ 33.41	1,650	D
						(2)		
Common Stock	08/15/2018		S	1,450	D	\$ 32.53	200	D
						(3)		
Common Stock	08/15/2018		S	200	D	\$ 33.45	0	D
						(4)		
Common Stock	08/15/2018		S	5,000	D	\$ 31.82	435,062	I (1)
								By Helms Management

(5)

Corp.

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

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SEC 1474
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Helms Thomas F. Jr. TURNING POINT BRANDS, INC. 5201 INTERCHANGE WAY LOUISVILLE, KY 40229		X		

Signatures

Thomas F Helms, Jr. 08/16/2018

**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 reporting person is Chairman of and owns all of the voting capital stock of Helms Management Corp.
Weighted average sale price. On 8/14/2018, the reporting person sold the shares within a range of \$33.35 to \$33.50. The reporting person
- (2) will provide upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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(3) Weighted average sale price. On 8/15/2018, the reporting person sold the shares within a range of \$32.33 to \$33.27. The reporting person will provide upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) Weighted average sale price. On 8/15/2018, the reporting person sold the shares within a range of \$33.40 to \$33.49. The reporting person will provide upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) Weighted average sale price. On 8/15/2018, the reporting person sold the shares within a range of \$31.70 to \$32.02. The reporting person will provide upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate 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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