FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| ton, D.C. 20549 | OMB APPROVAL |
|-----------------|--------------|
|                 |              |

| 027                      |           |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

|  |  |  |  |       | UI -   | Secu  | 011 30(11)                                       | or the             | iiivesiiiie                       | III COI        | npany Act   | JI 1940  | ,           |  |   |   |  |   |          |  |
|--|--|--|--|-------|--|---|--|--------------------|-----------------------------------|----------------|---|----------|-------------|--|---|---|--|---|----------|--|
| 1. Name and Address of Reporting Person*                 |  |  |  |       |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Safehold Inc. [SAFE] |  |                    |                                   |                |   |          |             |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |  |   |          |  |
| SUGARMAN JAY   |  |  |  |       |  |   |  | -                  |                                   |                |   |          |             | X Di   | ector   |   | 10% O  | wner  |          |  |
| (Last)   | (Fir   | st) (!                                     | Middle)  |       |  | 3. Date of Earliest Transaction (Month/Day/Year)                        |  |                    |                                   |                |   |          |             | $\dashv$                                       | X Officer (give title below)  |   |  | below)  | specify  |  |
| 1114 AVENUE OF THE AMERICAS, 39TH FLOOR                  |  |  |  |       | 11/.   | 11/26/2019  |  |                    |                                   |                |   |          |             |  | Chairman and CEO  |   |  |   |          |  |
| (Street)   |  |  |  |       | 4. If  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                |  |                    |                                   |                |   |          |             |  | 6. Individual or Joint/Group Filing (Check Applicable Line)             |   |  |   |          |  |
| NEW YO   | RK NY  | <i>!</i> 1                                 | 0036   |       |  |   |  |                    |                                   |                |   |          |             |  | X Fo  | rm filed by                                 | One R  | eporting Perso  | on       |  |
| (City)   | (Sta   | ate) (2                                    | Zip)   |       | ,  |   |  |                    |                                   |                |   |          |             |  |   | rm filed by<br>rson                         | More t   | han One Repo  | orting   |  |
|  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   |  |  |       |  |   |  |                    |                                   |                |   |          |             |  |   |   |  |   |          |  |
| 1. Title of Security (Instr. 3)  2. Transa Date (Month/D |  |  |  |       | Execution   Execut |   | Deemed<br>ecution Date,<br>any<br>onth/Day/Year) |                    | Transaction Dispo                 |                | rities Acquired (A)<br>ed Of (D) (Instr. 3, 4   |          |             | d 5) Sed<br>Ber<br>Ow                          | mount of<br>urities<br>eficially<br>ned Followi<br>orted                | F   | i. Ownership<br>Form: Direct<br>D) or Indirect<br>I) (Instr. 4)          | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |          |  |
|  |  |  |  |       |  |   |  |                    | Code                              | v              | Amount  | ()<br>() | A) or<br>O) | Price  | Tra   | nsaction(s)<br>tr. 3 and 4)                 |  |   | (msu. 4) |  |
| Common Stock, \$0.01 par value per share 11/26/          |  |  |  |       | 6/2019   | /2019   |  | P                  |                                   | 700(1)         |   | A        | \$41.       | 17   | 35,164  |   | D  |   |          |  |
| Common Stock, \$0.01 par value per share                 |  |  |  |       |  |   |  |                    |                                   |                |   |          |             |  | 73,018  |   | I  | By trusts   |          |  |
|  | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |  |       |  |   |  |                    |                                   |                |   |          |             |  |   |   |  |   |          |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date<br>if any<br>(Month/Day/Yea | Date, | 4.<br>Transactio<br>Code (Insti  |   |  |                    | 6. Date I<br>Expirati<br>(Month/I |                | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>and 4) |          |             | 8. Price<br>Derivati<br>Security<br>(Instr. 5) | e derivat   | ive<br>ies<br>ially<br>ng<br>ed<br>ction(s) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4)                             |          |  |
|  | Code   |  | v  | (A)   | (D)  | Date<br>Exercisa  | able   | Expiration<br>Date | Title                             | or<br>Nu<br>of | mber  |          |             |  |   |   |  |   |          |  |

## **Explanation of Responses:**

1. The Reporting Person has purchased shares of common stock of Safehold Inc. (NYSE: SAFE) as reported herein in open market transactions pursuant to a Rule 10b5-1 stock purchase plan adopted by the Reporting Person on November 6, 2019.

> s/ Jay Sugarman 11/26/2019

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.