

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement  
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
☐ Definitive Proxy Statement  
☒ Definitive Additional Materials  
☐ Soliciting Material Pursuant to §240.14a-12

**iSTAR INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.  
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.  
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

(5) Total fee paid:

**IMPORTANT ANNUAL MEETING INFORMATION**

000004

ENDORSEMENT LINE SACKPACK



MR A SAMPLE  
 DESIGNATION (IF ANY)  
 ADD 1  
 ADD 2  
 ADD 3  
 ADD 4  
 ADD 5  
 ADD 6



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**Electronic Voting Instructions****Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Time, on May 16, 2017.

**Vote by Internet**

- Go to [www.anvisionreports.com/STAR](http://www.anvisionreports.com/STAR)
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

**Vote by telephone**

- Call toll free 1-800-852-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone
- Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.

**Annual Meeting Proxy Card****1234 5678 9012 345**

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**A Proposals — The Board of Directors recommends a vote FOR all the nominees, FOR Proposals 2 and 3, and 1 Yr on Proposal 4.**

1. Election of Directors:	For	Withhold		For	Withhold		For	Withhold		
01 - Jay Sugaman	<input type="checkbox"/>	<input type="checkbox"/>	02 - Clifford De Souza	<input type="checkbox"/>	<input type="checkbox"/>	03 - Robert W. Holman, Jr	<input type="checkbox"/>	<input type="checkbox"/>		
04 - Robin Josephs	<input type="checkbox"/>	<input type="checkbox"/>	05 - Dale Anne Reiss	<input type="checkbox"/>	<input type="checkbox"/>	06 - Barry W. Ridings	<input type="checkbox"/>	<input type="checkbox"/>		

  

2. Ratification of appointment of independent registered public accounting firm for 2017	For	Against	Abstain		3. Say on Pay — A non-binding advisory vote approving executive compensation	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

  

4. Say When on Pay — A non-binding advisory vote on frequency of Say on Pay votes	1 Yr	2 Yrs	3 Yrs	Abstain	5. A resolution to approve, on a non-binding advisory basis, a shareholder proposal, as disclosed in the Proxy Statement, if properly presented at the meeting	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**B Non-Voting Items**

Change of Address — Please print your new address below.

Comments — Please print your comments below.

**Meeting Attendance**

Mark the box to the right if you plan to attend the Annual Meeting.

☐**C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below**

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.



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**Proxy — iStar Inc.**

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**Notice of 2017 Annual Meeting of Shareholders**

**The Harvard Club of New York City, 35 West 44th Street, 3rd Floor, New York, NY 10036**

**Proxy Solicited by Board of Directors for Annual Meeting – May 16, 2017 at 9:00 a.m. Eastern Time**

Jay Sugarman and Nina B. Matis, or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Shareholders of iStar to be held on May 16, 2017 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted as directed by the shareholder. If no such directions are indicated, the Proxies will have authority to vote FOR Item 1, the election of six nominees as directors, FOR Item 2, the ratification of appointment of independent registered public accounting firm for 2017, FOR item 3, approval of the non-binding advisory vote approving executive compensation, FOR 1 Yr on item 4, the non-binding advisory vote on the frequency of shareholder votes on executive compensation, and AGAINST item 5, the non-binding advisory vote on a shareholder proposal, as disclosed in the Proxy Statement.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side.)

**IMPORTANT ANNUAL MEETING INFORMATION**

000004

ENDORSEMENT\_LINE \_\_\_\_\_ SACKPACK \_\_\_\_\_

MR A SAMPLE  
DESIGNATION (IF ANY)

ADD 1

ADD 2

ADD 3

ADD 4

ADD 5

ADD 6



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**Vote by Internet**

- Go to [www.envisionreports.com/STAR](http://www.envisionreports.com/STAR)
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

**Shareholder Meeting Notice**

1234 5678 9012 345

**Important Notice Regarding the Availability of Proxy Materials for the  
iStar Inc. Annual Meeting to be Held on May 16, 2017**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to shareholders are available at:

[www.envisionreports.com/STAR](http://www.envisionreports.com/STAR)**Easy Online Access — A Convenient Way to View Proxy Materials and Vote**

When you go online to view materials, you can also vote your shares.

**Step 1:** Go to [www.envisionreports.com/STAR](http://www.envisionreports.com/STAR) to view the materials.

**Step 2:** Click on **Cast Your Vote** or **Request Materials**.

**Step 3:** Follow the instructions on the screen to log in.

**Step 4:** Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



**Obtaining a Copy of the Proxy Materials** – If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 5, 2017 to facilitate timely delivery.

2 N O T

C O Y



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## Annual Meeting of Shareholders Meeting Notice

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iStar Inc.'s Annual Meeting of Shareholders will be held on May 16, 2017 at The Harvard Club of New York City, 35 West 44th Street, 3rd Floor, New York, NY 10036, at 9:00 a.m. Eastern Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** all nominees, **FOR** Proposals 2 and 3, and **1 Yr** on Proposal 4:

1. Election of six nominees as Directors
2. Ratification of appointment of independent registered public accounting firm for 2017
3. Resolution approving, on a non-binding advisory basis, executive compensation
4. Resolution approving, on a non-binding advisory basis, the frequency of shareholder votes on executive compensation

The Board of Directors recommends a vote **AGAINST** Proposal 5:

5. Resolution approving, on a non-binding advisory basis, a shareholder proposal, as disclosed in the Proxy Statement, if properly presented at the meeting

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



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### Here's how to order a copy of the proxy materials and select a future delivery preference:

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- **Internet** – Go to [www.envisionreports.com/STAR](http://www.envisionreports.com/STAR). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- **Telephone** – Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- **Email** – Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials iStar Inc." in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 5, 2017.