

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

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* <u>Eisman Robert Bryan</u> _____ (Last) (First) (Middle) AMBAC FINANCIAL GROUP, INC. ONE STATE STREET PLAZA _____ (Street) NEW YORK NY 10004 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMBAC FINANCIAL GROUP INC [AMBC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. MD & CAO
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/04/2019		M		3,640 ⁽¹⁾	A	\$0	19,499	D	
Common Stock	03/04/2019		F		1,863 ⁽²⁾	D	\$20.11	17,636	D	
Common Stock	03/04/2019		M		1,841 ⁽³⁾	A	\$0	19,477	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Share Units ⁽⁴⁾	(4)	03/04/2019		M			3,640	(1)	(1)	Common Stock	3,640	\$0	2,204	D	
Restricted Stock Units	(5)	03/04/2019		M			1,841	(3)	(3)	Common Stock	1,841	\$0	8,686	D	
Deferred Share Units ⁽⁴⁾	(4)	03/04/2019		A			3,755	(6)	(6)	Common Stock	3,755	\$0	5,959	D	
Restricted Stock Units ⁽⁵⁾	(5)	03/04/2019		A			4,513	(7)	(7)	Common Stock	4,513	\$0	13,199	D	

Explanation of Responses:

- Represents the aggregate amount of deferred share units ("DSUs") that were converted into shares of common stock of Ambac Financial Group, Inc. (the "Company") upon settlement of a portion of the reporting person's 2017 and 2018 Short Term Incentive Plan award and a limited number of DSUs awarded pursuant to the 2019 Short Term Incentive Plan that were settled in order to satisfy certain tax withholding obligations imposed upon the Company.
- Represents the aggregate amount of DSUs and RSUs that were converted into shares of common stock and withheld by the Company to satisfy certain tax withholding obligations.
- On March 4, 2019, there were 1,841 restricted stock units ("RSUs") that settled, and were converted into shares of common stock of the Company.
- Each DSU represents a contingent right to receive one share of the Company's common stock.
- Each RSU represents a contingent right to receive one share of the Company's common stock.

6. On March 4, 2019, there were 3,755 DSUs granted as part of the 2019 Short Term Incentive Plan. DSUs shall vest immediately and shall settle and convert into shares of common stock as follows: 50% of the DSUs shall settle and convert into shares of common stock on March 4, 2020, and the remaining 50% of the DSUs shall settle and convert into shares of common stock on March 4, 2021; provided however, that if the reporting person's employment with the Company is terminated for any reason, all of the DSUs will settle and convert into shares of common stock immediately. Notwithstanding the foregoing, a number of vested DSUs sufficient to satisfy certain tax withholding obligations imposed upon the Company may be converted into shares of common stock and withheld by the Company to satisfy such tax withholding obligations.

7. On March 4, 2019 the reporting person received a grant of 4,513 restricted stock units ("RSUs") as part of their 2019 Long Term Incentive Plan award. The RSUs will vest in three equal annual installments commencing January 2, 2020, January 2, 2021, and January 2, 2022.

Remarks:

William J. White, attorney-in-
fact 03/05/2019

** 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.

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.

POWER OF ATTORNEY

I, ROBERT B. EISMAN, do hereby nominate, constitute and appoint each of William White, Stephen M. Ksenak and Yolanda Ortiz, as my true and lawful agent and attorney-in-fact, with full power and authority to act he
I hereby consent to, ratify and confirm all that each said attorney-in-fact shall do or cause to be done by virtue of this Power of Attorney. I hereby acknowledge that each attorney-in-fact, in serving in such ca
This Power of Attorney shall remain in full force and effect from this date forward for so long as I am an officer or director of the Company and for such time thereafter as may be necessary to make any such filin
IN WITNESS WHEREOF, I have hereunto signed my name this 17th day of December, 2013.

___ /s/ Robert B. Eisman___