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

**SCHEDULE 13G**

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. )\*

**Star Holdings**

(Name of Issuer)

**Common Shares of Beneficial Interest, \$0.001 par value per share**

(Title of Class of Securities)

**85512G106**

(CUSIP Number)

**September 30, 2024**

(Date of Event Which Requires Filing of this Statement)

Check the Appropriate Box to Designate the Rule Pursuant to Which this Schedule Is Filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages

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Exhibit Index: Page 10

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> FourSixThree Capital LP	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 950,000
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 950,000
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 950,000	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 7.1%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN, IA	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> SixFourThree GP, LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 950,000
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
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<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 7.1%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO, HC	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> William M. Kelly	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 950,000
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 950,000
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 950,000	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 7.1%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN, HC	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Richard S. Balkan	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b> 0
	<b>6</b>	<b>SHARED VOTING POWER</b> 950,000
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b> 950,000
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<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 7.1%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN, HC	

**Item 1(a) Name of Issuer**

Star Holdings (the "Issuer")

**Item 1(b) Address of the Issuer's Principal Executive Offices**

1114 Avenue of the Americas, New York, NY 10036

**Item 2(a) Names of Persons Filing**

This statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) FourSixThree Capital LP ("FourSixThree Capital"),
- ii) SixFourThree GP, LLC ("SixFourThree GP"),
- iii) William M. Kelly ("Mr. Kelly"), and
- iv) Richard S. Balkan ("Mr. Balkan").

This statement relates to Common Shares (as defined herein) held for the accounts of FourSixThree Master Fund, LP, FourSixThree CAV Master, LP, and Boston Patriot Berkeley St LLC (together, the "Funds"). FourSixThree Capital serves as investment adviser to the Funds. SixFourThree GP is the general partner of FourSixThree Capital. Mr. Kelly and Mr. Balkan serve as the voting members of FourSixThree Capital and the co-partners, co-managing members, and co-owners of SixFourThree GP. By virtue of the foregoing relationships, each of the Reporting Persons may be deemed to beneficially own the securities held by the Funds.

**Item 2(b) Address of the Principal Business Office, or if none, Residence**

The principal business office of each of the Reporting Persons is 520 Madison Avenue, Floor 19, New York, NY 10022.

**Item 2(c) Citizenship**

FourSixThree Capital is a Delaware limited partnership. SixFourThree GP is a Delaware limited liability company. Each of Mr. Kelly and Mr. Balkan are citizens of the United States.

**Item 2(d) Title of Class of Securities**

Common Shares of Beneficial Interest, \$0.001 par value per share (the "Common Shares")

**Item 2(e) CUSIP Number**

85512G106

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**Item 3** If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  A group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

**Item 4** Ownership**Item 4(a)** Amount Beneficially Owned:

As of September 30, 2024, each of the Reporting Persons may be deemed the beneficial owner of 950,000 Common Shares. This amount includes 522,400 Common Shares held for the account of FourSixThree Master Fund, LP, 213,800 Common Shares held for the account of FourSixThree CAV Master, LP, and 213,800 Common Shares held for the account of Boston Patriot Berkeley St LLC.

**Item 4(b)** Percent of Class:

As of September 30, 2024, each of the Reporting Persons may be deemed the beneficial owner of approximately 7.1% of the Common Shares outstanding. (The beneficial ownership percentage calculation is based on 13,319,552 Common Shares outstanding as of August 5, 2024, as disclosed in the Issuer's quarterly report on Form 10-Q filed on August 6, 2024).

**Item 4(c)** Number of Shares as to which such person has:

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	950,000
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	950,000

**Item 5** Ownership of Five Percent or Less of a Class

Not Applicable.

**Item 6** Ownership of More than Five Percent on Behalf of Another Person

Each of the Funds is known to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the Common Shares covered by this Statement that may be deemed to be beneficially owned by the Reporting Persons.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable.

**Item 8 Identification and Classification of Members of the Group**

Not Applicable.

**Item 9 Notice of Dissolution of Group**

Not Applicable.

**Item 10 Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Date: November 13, 2024

**FOURSIXTHREE CAPITAL LP**

**By:** /s/ William M. Kelly

**Name:** William M. Kelly

**Title:** Chief Operating Officer

**SIXFOURTHREE GP, LLC**

**By:** /s/ William M. Kelly

**Name:** William M. Kelly

**Title:** Partner & Managing Member

**WILLIAM M. KELLY**

/s/ William M. Kelly

**RICHARD S. BALKAN**

/s/ Richard S. Balkan

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**EXHIBIT INDEX**

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I	Joint Filing Agreement	11

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**JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned, and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: November 13, 2024

**FOURSIXTHREE CAPITAL LP**

**By:** /s/ William M. Kelly

**Name:** William M. Kelly

**Title:** Chief Operating Officer

**SIXFOURTHREE GP, LLC**

**By:** /s/ William M. Kelly

**Name:** William M. Kelly

**Title:** Partner & Managing Member

**WILLIAM M. KELLY**

/s/ William M. Kelly

**RICHARD S. BALKAN**

/s/ Richard S. Balkan

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