



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

DIVISION OF  
CORPORATION FINANCE

Mailstop 3233

May 25, 2016

Via E-mail

Mr. David Distaso  
Chief Financial Officer  
iStar Inc.  
1114 Avenue of the Americas, 39<sup>th</sup> Floor  
New York, NY 10036

**Re: iStar Inc.  
Form 10-K for the fiscal year ended December 31, 2015  
Filed February 26, 2016  
File No. 001-15371**

Dear Mr. Distaso:

We have limited our review of your filing to the financial statements and related disclosures and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to these comments, we may have additional comments.

Form 10-K for the year ended December 31, 2015

Note 4. Real Estate, page 66

Dispositions, page 67

1. Please provide us with a detailed discussion of the sale of a leasehold interest in a commercial operating property that resulted in a ground lease, a lease incentive asset and a deferred gain, including the details of the transaction and the basis for your accounting.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are

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in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comments, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

You may contact Paul Cline, Staff Accountant, at 202-551-3851 or me at 202-551-3693 with any questions.

Sincerely,

/s/ Eric McPhee

Eric McPhee  
Senior Accountant  
Office of Real Estate and  
Commodities