Global Indemnity plc Form 4 March 08, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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response...

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* FOX SAUL A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) Global Indemnity plc [GBLI] 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

C/O GLOBAL INDEMNITY GROUP, INC., 3 BALA PLAZA EAST, SUITE 300

(Middle)

03/04/2016

\_X\_\_ Director X\_\_ 10% Owner \_ Other (specify Officer (give title below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BALA CYNWYD, PA 19004

(Street)

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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)	
Class A Ordinary Shares	03/04/2016		J <u>(1)</u>	15,364	A	<u>(1)</u>	742,958 (2) (3) (4) (5) (6) (7) (8) (9)	I	See Footnote (2) (3) (4) (5) (6) (7) (8) (9)
Class A Ordinary Shares							2,689	I	See Footnote (3)
Class A Ordinary Shares							14,763	I	See Footnote (4)

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Class A Ordinary Shares	03/04/2016	J <u>(1)</u>	15,364 A	<u>(1)</u>	16,138	I	See Footnote (5)
Class A Ordinary Shares					6,424	I	See Footnote (6)
Class A Ordinary Shares					675	I	See Footnote (7)
Class A Ordinary Shares					338	I	See Footnote (8)
Class A Ordinary Shares					267,702	I	See Footnote (9)

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

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SEC 1474 (9-02)

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 orDerivative 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Ordinary Shares	<u>(10)</u>	03/04/2016		<u>J(1)</u>	105,128	(10)	(10)	Class A Ordinary Shares	105,128
Class B Ordinary Shares	(10)	03/04/2016		J <u>(1)</u>	105,128	(10)	(10)	Class A Ordinary Shares	105,128
Class B Ordinary Shares	(10)					(10)	(10)	Class A Ordinary Shares	1,965,885
Class B Ordinary	<u>(10)</u>					(10)	(10)	Class A Ordinary	2,027,171

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Shares				Shares	
Class B Ordinary Shares	(10)	(10)	(10)	Class A Ordinary Shares	20,995
Class B Ordinary Shares	(10)	(10)	(10)	Class A Ordinary Shares	2,208
Class B Ordinary Shares	<u>(10)</u>	(10)	(10)	Class A Ordinary Shares	1,104
Class B Ordinary Shares	<u>(10)</u>	(10)	(10)	Class A Ordinary Shares	5,534
Class B Ordinary Shares	<u>(10)</u>	(10)	(10)	Class A Ordinary Shares	44

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FOX SAUL A

C/O GLOBAL INDEMNITY GROUP, INC.
3 BALA PLAZA EAST, SUITE 300

BALA CYNWYD, PA 19004

## **Signatures**

/s/Stephen W. Ries Attorney-in-fact 03/08/2016

\*\*Signature of Reporting Person

### **Explanation of Responses:**

- \* 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).
- On March 4,2016, Mercury Assets Delaware LLC acquired approximately 95.20% limited partnership interest in U. N. Co-Investment (1) Fund III (Cayman), L. P. not previously owned by Mr. Fox for an aggregate purchase price of \$2,679,806. See footnote 2 for more information regarding Mercury Assets Delaware LLC.
- (2) The sole member of Mercury Assets Delaware LLC is Benjerome Trust. Mr. Fox is the sole trustee of the Benjerome Trust. Mr. Fox discliams beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.
  - Shares owned by U.N. Holdings (Cayman), Ltd. Mr. Fox is a director of U.N. Holdings (Cayman), Ltd. A majority of the outstanding share capital of U.N. Holdings (Cayman), Ltd. is held by Fox Paine Capital Fund II International, L.P. ("Fund II"). The sole managing general partner of Fund II is FP International LPH, L.P. The sole general partner of FP International LPH, L.P. is Fox Paine
- (3) International GP, Ltd. ("GPLTD"). As a result, GPLTD may be deemed to control the Ordinary Shares owned by U.N. Holdings (Cayman), Ltd. Mr. Fox is a director of GPLTD. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.

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Shares owned by U.N. Holdings (Cayman) II, Ltd. Mr. Fox is a director of U.N. Holdings (Cayman), Ltd. A majority of the outstanding share capital of U.N. Holdings (Cayman) II, Ltd. is held by Fund II. The sole managing general partner of Fund II is FP International LPH, L.P. The sole general partner of FP International LPH, L.P. is GPLTD. As a result, GPLTD may be deemed to control the Ordinary Shares owned by U.N. Holdings (Cayman) II, Ltd. Mr. Fox is a director of GPLTD. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.

- Shares owned by U.N. Co-Investment Fund III (Cayman), L.P. Mr. Fox is a director of Fox Paine Capital Co-Investors International GP,

  (5) Ltd., which is the general partner of U.N. Co-Investment Fund III (Cayman), L.P. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.
- Shares owned by U.N. Co-Investment Fund V (Cayman), L.P. Mr. Fox is a director of Fox Paine Capital Co-Investors International GP,

  (6) Ltd., which is the general partner of U.N. Co-Investment Fund V (Cayman), L.P. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.
- Shares owned by U.N. Co-Investment Fund VI (Cayman), L.P. Mr. Fox is a director of Fox Paine Capital Co-Investors International GP,

  (7) Ltd., which is the general partner of U.N. Co-Investment Fund VI (Cayman), L.P. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.
- Shares owned by U.N. Co-Investment Fund VIII (Cayman), L.P. Mr. Fox is a director of Fox Paine Capital Co-Investors International GP, Ltd., which is the general partner of U.N. Co-Investment Fund VIII (Cayman), L.P. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.
- (9) Shares held indirectly by Fox Paine Global, Inc. Mr. Fox is a director of Fox Paine Global, Inc. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.
- (10) Each B Ordinary Share is convertible into one A Ordinary Share.
- Shares owned by U.N. Co-Investment Fund I (Cayman), L.P. Mr. Fox is a director of Fox Paine Capital Co-Investors GP, Ltd., which is (11) the general partner of U.N. Co-Investment Fund I (Cayman), L.P. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.
- Shares owned by Fox Paine Capital Co-Investors International GP, Ltd. Mr. Fox is a director of Fox Paine Capital Co-Investors (12) International GP, Ltd. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.