

BRONFMAN MATTHEW

Form 4

December 12, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRONFMAN MATTHEW

2. Issuer Name **and** Ticker or Trading
Symbol
JAMES RIVER GROUP, INC
[JRVV]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
300 MEADOWMONT VILLAGE
CIRCLE, SUITE 333

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2007

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)
Manager of JRG Seven, LLC

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

CHAPEL HILL, NC 27517

(City) (State) (Zip)

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)
Common Stock, par value \$0.01 per share	12/11/2007		D	14,371	D		
					\$ 34.50 (1)		
Common Stock, par value \$0.01 per share	12/11/2007		D	87,854	D		
					\$ 34.50 (1)		
	12/11/2007		D	1,632,688	D		
					\$ 34.50 (1)		
						I	By Bronfman Associates III

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Common Stock, par value \$0.01 per share									\$ 34.5 <u>(1)</u>			By JRG Seven, LLC <u>(2)</u>	
Common Stock, par value \$0.01 per share	12/11/2007		D	6,500		D			\$ 34.5 <u>(1)</u>	0		I	By Matthew Bronfman Long Term Trust
Common Stock, par value \$0.01 per share	12/11/2007		D	2,000		D			\$ 34.5 <u>(1)</u>	0		I	By Matthew Bronfman's Wife

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 Derivative Securities (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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Options to purchase common stock	\$ 10	12/11/2007		D	8,120	(3)	05/14/2013	Common Stock 8,120
Options to purchase common stock	\$ 10	12/11/2007		D	4,000	(4)	03/24/2014	Common Stock 4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRONFMAN MATTHEW 300 MEADOWMONT VILLAGE CIRCLE SUITE 333 CHAPEL HILL, NC 27517	X	X		Manager of JRG Seven, LLC
JRG Seven LLC C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018		X		
Edgar M Bronfman Non-IDB Trust A under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018				Trustee
Edgar M Bronfman Non-IDB Trust B under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018				Trustee
Edgar M Bronfman Non-IDB Trust C under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018				Trustee
Edgar M Bronfman Non-IDB Trust D under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018				Trustee
Edgar M Bronfman Non-IDB Trust E under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018				Trustee
Edgar M Bronfman Non-IDB Trust F under the 1942 EMBT Donation C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018				Trustee
Edgar M Bronfman Non-IDB Trust G under the 1942 EMBT Donation				Trustee

C/O HOLTZ RUBENSTEIN REMNICK LLP
1430 BROADWAY, 17TH FLOOR
NEW YORK, NY 10018

Signatures

/s/ E. Caperton Lauver,
Attorney-in-Fact

12/12/2007

__Signature of Reporting Person

Date

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 November 6, 2007, the Company's stockholders approved the Agreement and Plan of Merger, dated as of June 11, 2007, among the issuer, Franklin Holdings (Bermuda), Ltd. and Franklin Acquisition Corp. (the merger agreement). Pursuant to the merger agreement, the issuer was acquired by Franklin Holdings (Bermuda), Ltd., effective December 11, 2007 (the merger). Subsequent to the closing of the

(1) merger, the issuer's common stock ceased to be publicly traded and its registration was terminated with the SEC and NASDAQ. Pursuant to the terms of the merger agreement, each option to purchase shares of the issuer's common stock, whether vested or unvested, was cancelled in exchange for either a cash payment or for options in Franklin Holdings II (Bermuda), Ltd. (a private company and wholly-owned subsidiary of Franklin Holdings (Bermuda), Ltd.).

(2) Matthew Bronfman is the manager of JRG Seven, LLC.

This option, which provided for vesting in four equal annual installments beginning 5/15/2003, was cancelled in accordance with the merger agreement pursuant to which the reporting person is entitled to receive a cash payment equal to the difference between \$34.50 and

(3) the strike price of the underlying option multiplied by the number of options cancelled in connection with the merger, without interest, and less any required withholding taxes. Reflects 10-for-1 common stock split effective 8/08/2005.

This option, which provided for vesting in four equal annual installments beginning 3/25/2004, was cancelled in accordance with the merger agreement pursuant to which the reporting person is entitled to receive a cash payment equal to the difference between \$34.50 and

(4) the strike price of the underlying option multiplied by the number of options cancelled in connection with the merger, without interest, and less any required withholding taxes. Reflects 10-for-1 common stock split effective 8/08/2005.

Remarks:

See Exhibit 99 - Joint Filers

Ms. E. Caperton Lauver was granted power of attorney to sign this Form 4 on behalf of Mr. Bronfman.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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