SIGNATURE GROUP HOLDINGS, INC.

Form 4

August 09, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BYNOE PETER C B

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

SIGNATURE GROUP HOLDINGS.

(Check all applicable)

INC. [SGGH]

08/08/2013

(Month/Day/Year)

(Last) (First) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O SIGNATURE GROUP HOLDINGS, INC., 15303

VENTURA BLVD., SUITE 1600

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SHERMAN OAKS, CA 91403

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Code V

Transaction(s) (Instr. 3 and 4) Price Amount (D)

Common Stock

08/08/2013

24,805 (1)

\$0 149,805 D

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)

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1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)	4)	Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date Exercisable	Expiration Date		or		
								Title	Number		
						LACICISADIC			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BYNOE PETER C B C/O SIGNATURE GROUP HOLDINGS, INC. 15303 VENTURA BLVD., SUITE 1600 SHERMAN OAKS, CA 91403

X

Signatures

/s/ Peter C.B.

08/09/2013

**Signature of Reporting Person

Bynoe

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).

Shares of restricted common stock were issued under the Amended and Restated Signature Group Holdings, Inc. 2006 Performance Incentive Plan by the Board of Directors to Mr. Bynoe as the restricted stock portion of his compensation as an independent director. Independent directors receive an annual grant of restricted stock each calendar year, pro-rated for the date on which Board service began

(1) in such year (for Mr. Bynoe, July 16, 2013), in an amount equal to \$75,000 divided by the closing price of the Company's stock on the day prior to issuance. Such shares will vest in full on January 1, 2014. Vesting will be accelerated in the event of a change in control, death or disability of Mr. Bynoe or in the event Mr. Bynoe is not re-elected to the Board or is not nominated for election to the Board by the Company after indicating a willingness to serve.

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.

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