Global Indemnity plc Form 4 May 06, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

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) (Middle) Global Indemnity plc [GBLI]

(Check all applicable)

C/O GLOBAL INDEMNITY GROUP, INC., 3 BALA PLAZA 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director Officer (give title

_X__ 10% Owner _ Other (specify

EAST, SUITE 300

(Street) 4. If Amendment, Date Original

05/05/2015

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

BALA CYNWYD, PA 19004

(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. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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	05/05/2015		A	267,702	A	\$ 26.5	267,702	I	See Footnote (1)	
Class A Ordinary Shares							734,011 (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	I	See Footnote (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	
Class A Ordinary Shares							537,748	I	See Footnote (3)	

Edgar Filing: Global Indemnity plc - Form 4

Class A Ordinary Shares	2,952,558	I	See Footnote
Class A Ordinary Shares	129,678	I	See Footnote (5)
Class A Ordinary Shares	101,364	I	See Footnote (6)
Class A Ordinary Shares	33,788	I	See Footnote (7)
Class A Ordinary Shares	6,424	I	See Footnote (8)
Class A Ordinary Shares	6,424	I	See Footnote
Class A Ordinary Shares	675	I	See Footnote
Class A Ordinary Shares	338	I	See Footnote
Class A Ordinary Shares	1,927	I	See Footnote

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	(Instr. 3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

Edgar Filing: Global Indemnity plc - Form 4

Date Expiration Date Expiration Title Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FOX SAUL A C/O GLOBAL INDEMNITY GROUP, INC. 3 BALA PLAZA EAST, SUITE 300 BALA CYNWYD, PA 19004

X X

Signatures

/s/Stephen W. Ries Attorney-in-fact

05/06/2015

**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).

Represents the grant of restricted A ordinary shares to Fox Paine & Company, LLC under the Issuer's Share Incentive Plan as payment in satisfaction of fees for services rendered in connection with the Issuer's January 1, 2015 acquisition of American Reliable Insurance Company. The number of shares granted in satisfaction of such fees was based on a price per share that represents a discounted weighted

- (1) average price of the midpoint between the high and low on a daily basis for the period September 8, 2014 to October 16, 2014. The shares are restricted for five years or until the Issuer has a change in control, whichever occurs earlier. Mr. Fox is the Chief Executive Officer of Fox Paine and Company, LLC. Mr. Fox disclaims beneficial ownership of the A Ordinary Shares owned by Fox Paine and Company, LLC except to the extent of his indirect pecuniary interest therein.
- The sole member of Mercury Assets Delaware LLC is Benjerome Trust. Mr. Fox is the sole trustee of the Benjerome Trust. Mr. Fox disclaims beneficial ownership of the A Ordinary Shares owned by Mercury Assets Delaware LLC 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 Fox Paine Capital International GP, L.P. ("GPLP"). The sole general partner of GPLP is Fox Paine International GP, Ltd. ("GPLTD"). As a result, GPLTD may be deemed to control the A Ordinary Shares owned by U.N. Holdings (Cayman), Ltd. Mr. Fox is a director of GPLTD. Mr. Fox disclaims beneficial ownership of the A Ordinary Shares owned by U.N. Holdings (Cayman), Ltd. except to the extent of his indirect pecuniary interest therein.
- 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 GPLP. The sole general partner of GPLP is GPLTD. As a result, GPLTD may be deemed to control the A Ordinary Shares owned by U.N. Holdings (Cayman) II, Ltd. Mr. Fox is a director of GPLTD. Mr. Fox disclaims beneficial ownership of the A Ordinary Shares owned by U.N. Holdings (Cayman) II, Ltd. except to the extent of his indirect pecuniary interest therein.
- 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 the general partner of U.N. Co-Investment Fund I (Cayman), L.P. Mr. Fox disclaims beneficial ownership of the A Ordinary Shares owned by U.N. Co-Investment Fund I (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.
- Shares owned by U.N. Co-Investment Fund II (Cayman), L.P. Mr. Fox is a director of Fox Paine Capital Co-Investors GP, Ltd., which is the general partner of U.N. Co-Investment Fund II (Cayman), L.P. Mr. Fox disclaims beneficial ownership of the A Ordinary Shares owned by U.N. Co-Investment Fund II (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.

(7)

Reporting Owners 3

Edgar Filing: Global Indemnity plc - Form 4

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

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

Remarks:

See Footnote page

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.