

TREACY JOHN C
Form 4
September 28, 2017

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TREACY JOHN C

2. Issuer Name and Ticker or Trading Symbol
OneBeacon Insurance Group, Ltd.
[OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
605 HIGHWAY 169 NORTH
SUITE 800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2017

____ Director
____ Officer (give title below) _____ Other (specify below)
SVP & Chief Accounting Officer

PLYMOUTH, MN 55441

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 Person

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------|---|
| | | | | Code V | Amount | (A) or (D) | Price | | |
| Class A Common Shares | 09/28/2017 | | D | | 5,638 | D | 18.1 | 0 | D |
| | | | | | | | (1) | | |
| Class A Common Shares | 09/28/2017 | | D | | 1,356 | D | 18.1 | 0 | I |
| | | | | | | | (2) | in 401(k) ESOP | |

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

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number.

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 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Phantom Stock Units | (3) | 09/28/2017 | | D | 19,853 | (3) (3) | Class A Common Shares | 19,853 \$ 18.10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TREACY JOHN C 605 HIGHWAY 169 NORTH SUITE 800 PLYMOUTH, MN 55441 | | | SVP & Chief Accounting Officer | |

Signatures

/s/ Sarah A. Kolar,
Attorney-in-Fact

09/28/2017

**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).
- Disposition in connection with the merger (the "Merger") between Intact Acquisition Co. Ltd. and OneBeacon Insurance Group, Ltd.
- (1) ("OneBeacon"), exempt pursuant to Rule 16b-3, in which each outstanding Class A common share of OneBeacon ("Class A Share") was converted into the right to receive an amount in cash equal to \$18.10 per share.
 - (2) Disposition in connection with the Merger, exempt pursuant to Rule 16b-3, in which each outstanding Class A Share was converted into the right to receive an amount in cash equal to \$18.10 per share.
 - (3) In connection with the Merger, each outstanding phantom stock unit of OneBeacon was converted into the right to receive an amount in cash equal to the product of (i) the sum of \$18.10 plus any accrued dividend equivalents in respect of a Class A Share subject to such phantom stock unit, multiplied by (ii) the number of Class A Shares subject to such phantom stock unit immediately prior to the effective time of the Merger; such cash amount shall continue to be subject to service-based vesting conditions.

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.