

Global Indemnity plc  
Form S-8 POS  
November 03, 2016

As filed with the Securities and Exchange Commission on November 3, 2016

Registration No. 333-196710

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1**

**to**

**Form S-8**

**Registration Statement**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Global Indemnity plc**

**(Exact Name of Registrant as Specified in Its Charter)**

**Ireland**  
**(State or other jurisdiction of**

**98-0664891**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification Number)**

**Thomas M. McGeehan**

**Chief Financial Officer**

**c/o Global Indemnity Group, Inc.**

**25/28 North Wall Quay**

**Three Bala Plaza East, Suite 300**

**Dublin 1, Ireland**

**Bala Cynwyd, PA 19004 USA**

**+353 (0) 49 4891407**

**(610) 664-1500**

**(Address of Principal Executive Offices)**

**(Name, address, including zip code, and telephone**

**number, including area code, of agent for service)**

**Global Indemnity plc Share Incentive Plan**

**(Full Title of Plan)**

*Copies to:*

**Katharine A. Martin, Esq.**

**Bradley L. Finkelstein, Esq.**

**Lisa L. Stimmel, Esq.**

**Wilson Sonsini Goodrich & Rosati, P.C.**

**650 Page Mill Road**

**Palo Alto, California, 94304**

**Telephone: (650) 493-9300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company



### EXPLANATORY NOTE

Global Indemnity plc (the Registrant ) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to deregister certain securities previously registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission ) on June 12, 2014, File No. 333-196710 (the Registration Statement ), with respect to the Registrant's A ordinary shares, par value \$0.0001 per share (the Ordinary Shares ), thereby registered for offer or sale pursuant to the Registrant's Share Incentive Plan (the Plan ). A total of 2,000,000 Ordinary Shares were initially registered for issuance under the Registration Statement.

On March 16, 2015, the Registrant filed Registration Statement No. 333-202804 on Form S-3 (the 2015 Form S-3 ) to register 2,000,000 Ordinary Shares that may be issued upon the exercise of certain outstanding equity awards held by participants in the Plan, and the Registrant intends to grant certain awards, including stock options, restricted stock, and other share-based awards as authorized by the Plan pursuant to the 2015 Form S-3. Any shares issued or issuable pursuant to the Plan, including shares issued pursuant to awards outstanding on March 16, 2015, are registered pursuant to the 2015 Form S-3. As a result, all of the shares registered under the Registration Statement are hereby deregistered.

This Post-Effective Amendment No. 1 to the Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-196710 to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Bala Cynwyd, State of Pennsylvania, on the 3<sup>rd</sup> day of November, 2016.

**GLOBAL INDEMNITY PLC**

By: /s/ Thomas McGeehan  
 Name: Thomas McGeehan  
 Title: Chief Financial Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-196710 and power of attorney have been signed below by the following persons in the capacities indicated on the dates indicated.

| <b>Signature</b>                                   | <b>Title</b>   | <b>Date</b>      |
|--|--|------------------|
| *<br>Name: Cynthia Y, Valko                        | Chief Executive Officer (Principal Executive Officer) and Director                     | November 3, 2016 |
| /s/ Thomas M. McGeehan<br>Name: Thomas M. McGeehan | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | November 3, 2016 |
| *<br>Name: Saul A. Fox                             | Director and Chairman of the Board of Directors  | November 3, 2016 |
| *<br>Name: Seth J. Gersch                          | Director   | November 3, 2016 |
| *<br>Name: John H. Howes                           | Director   | November 3, 2016 |
| Name: Bruce Lederman                               | Director   | November 3, 2016 |
| Name: Raphael de Balmann                           | Director   | November 3, 2016 |
| Name: Joseph W. Brown                              | Director   | November 3, 2016 |

/s/ Thomas M. McGeehan

\* Executed pursuant to the Power of  
Attorney granted in this Post-Effective Amendment.

**SIGNATURE (AUTHORIZED U.S. REPRESENTATIVE)**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-196710 has been signed by the Authorized U.S. Representative on the date indicated:

Dated: November 3, 2016

Authorized U.S. Representative

By: /s/ Thomas M. McGeehan

Name: Thomas M. McGeehan

Title: Authorized U.S. Representative