

Global Indemnity plc
Form 4
May 18, 2015

FORM 4

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

OMB APPROVAL

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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 *
FOX SAUL A

(Last) (First) (Middle)

C/O GLOBAL INDEMNITY GROUP, INC., 3 BALA PLAZA EAST, SUITE 300

(Street)

BALA CYNWYD, PA 19004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Global Indemnity plc [GBLI]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | See Footnote |
| Class A Ordinary Shares | 05/15/2015 | | J ⁽¹⁾ | 1,419 A <u>(1)</u> | 734,011 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> | I | <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Class A Ordinary Shares | | | | | 537,748 | I | See Footnote <u>(3)</u> |
| Class A Ordinary Shares | | | | | 2,952,558 | I | See Footnote |

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| | | | | | | | | | |
|-------------------------|------------|--|------------------|-------|---------|---|--------|-------------------|------------------|
| Shares | | | | | | | | (4) | |
| Class A Ordinary Shares | | | | | 129,678 | | I | See Footnote (5) | |
| Class A Ordinary Shares | | | | | 101,364 | | I | See Footnote (6) | |
| Class A Ordinary Shares | 05/15/2015 | | J ⁽¹⁾ | 1,419 | A | Ⓛ | 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 (9) | |
| Class A Ordinary Shares | | | | | 675 | | I | See Footnote (10) | |
| Class A Ordinary Shares | | | | | 338 | | I | See Footnote (11) | |
| Class A Ordinary Shares | | | | | 1,927 | | I | See Footnote (12) | |
| Class A Ordinary Shares | | | | | 267,702 | | I | See Footnote (13) | |

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

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(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 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. De |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|

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| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|-------------------------------|-------------|---|------------|------------------|---------------------|--------------------|-------------|----------------------------------|-----------|
| Class B Ordinary Shares | <u>(14)</u> | | 05/15/2015 | J ⁽¹⁾ | 4,639 | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 4,639 |
| Class B Ordinary Shares | <u>(14)</u> | | 05/15/2015 | J ⁽¹⁾ | 4,639 | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 4,639 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 5,447,025 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 5,694,731 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 423,812 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 331,276 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 20,995 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 20,995 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 2,208 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 1,104 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 6,299 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 2,500 |

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- (9) 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 and B Ordinary Shares owned by U.N. Co-Investment Fund II (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.
- (10) 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 and B Ordinary Shares owned by U.N. Co-Investment Fund VI (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.
- (11) 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., 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 and B Ordinary Shares owned by U.N. Co-Investment Fund VIII (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.
- (12) 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 and B Ordinary Shares owned by U.N. Co-Investment Fund IX (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.
- (13) Shares owned by Fox Paine & Company, LLC. 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.
- (14) Each B Ordinary Share is convertible into one A Ordinary Share.
- (15) Shares owned by U.N. Co-Investment Fund VII (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 VII (Cayman), L.P. Mr. Fox disclaims beneficial ownership of the B Ordinary Shares owned by U.N. Co-Investment Fund VII (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.

Remarks:

See attached footnotes page.

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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