

Global Indemnity plc
Form 4
May 16, 2014

FORM 4

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

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

OMB APPROVAL

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(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)

05/14/2014

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Class A Ordinary Shares	05/14/2014		J ⁽¹⁾		675 ⁽¹⁾	A	⁽¹⁾
					712,761 ^{(2) (3)}		
					^{(4) (5) (6) (7) (8)}	I	
					^{(9) (10) (11) (12)}		
Class A Ordinary Shares					537,748	I	
Class A Ordinary Shares					2,952,558	I	

See
Footnote
(2) (3) (4) (5)
(6) (7) (8) (9)
(10) (11) (12)

See
Footnote
(3)

See
Footnote
(4)

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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 (9)	
Class A Ordinary Shares	05/14/2014		<u>J</u> ⁽¹⁾	675	A	<u>(1)</u>	675	I	See Footnote (10)
Class A Ordinary Shares						338	I	See Footnote (11)	
Class A Ordinary Shares						1,927	I	See Footnote (12)	

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)

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. Amount or Number of Shares
Class B Ordinary	<u>(13)</u>	05/14/2014		J ⁽¹⁾	2,208	<u>(13)</u>	Class A Ordinary	2,208

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Shares						Shares	
Class B Ordinary Shares	(13)	05/14/2014	J ⁽¹⁾	2,208	(13)	(13)	Class A Ordinary Shares 2,208
Class B Ordinary Shares	(13)				(13)	(13)	Class A Ordinary Shares 5,447,025
Class B Ordinary Shares	(13)				(13)	(13)	Class A Ordinary Shares 5,694,731
Class B Ordinary Shares	(13)				(13)	(13)	Class A Ordinary Shares 423,812
Class B Ordinary Shares	(13)				(13)	(13)	Class A Ordinary Shares 331,276
Class B Ordinary Shares	(13)				(13)	(13)	Class A Ordinary Shares 110,425
Class B Ordinary Shares	(13)				(13)	(13)	Class A Ordinary Shares 20,995
Class B Ordinary Shares	(13)				(13)	(13)	Class A Ordinary Shares 20,995
Class B Ordinary Shares	(13)				(13)	(13)	Class A Ordinary Shares 1,104
Class B Ordinary Shares	(13)				(13)	(13)	Class A Ordinary Shares 6,299
Class B Ordinary Shares	(13)				(13)	(13)	Class A Ordinary Shares 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOX SAUL A C/O GLOBAL INDEMNITY GROUP, INC.	X	X		

3 BALA PLAZA EAST, SUITE 300
BALA CYNWYD, PA 19004

Signatures

/s/Linda Hohn
Attorney-in-fact

05/15/2014

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).

(1) On May 14, 2014, Mercury Assets Delaware LLC acquired a 99.9% partnership interest in U.N. Co-Investment Fund VI (Cayman), L.P. not previously controlled by Mr. Fox for an aggregate purchase price of \$33,324. See footnote 2 for more information regarding Mercury Assets Delaware LLC.

(2) 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.

(3) 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 and B Ordinary Shares owned by U.N. Holdings (Cayman), Ltd. except to the extent of his indirect pecuniary interest therein.

(4) 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 and B Ordinary Shares owned by U.N. Holdings (Cayman) II, Ltd. except to the extent of his indirect pecuniary interest therein.

(5) 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 and B Ordinary Shares by U.N. Co-Investment Fund I (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.

(6) 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 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.

(7) 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 and B Ordinary Shares owned by U.N. Co-Investment Fund III (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.

(8) 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 and B Ordinary Shares owned by U.N. Co-Investment Fund IV (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.

(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)

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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) Each B Ordinary Share is convertible into one A Ordinary Share.

(14) 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 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.

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