

Global Indemnity plc  
Form 4  
May 06, 2015

**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 \*  
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)  
05/05/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Ordinary Shares	05/05/2015		A		267,702	A	\$ 26.5
					734,011		(2)
Class A Ordinary Shares					(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)

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Class A Ordinary Shares	2,952,558	I	See Footnote (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	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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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	Date	Expiration	Title	Amount
	Exercisable	Date		or
Code	V	(A)	(D)	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
<small>**Signature of Reporting Person</small>	<small>Date</small>

# 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) 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 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.
  - (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 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 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 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 owned by U.N. Co-Investment Fund II (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.
  - (7)

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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.

(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 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 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 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 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 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.

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