

FOX SAUL A
Form 4
April 03, 2018

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 Ltd [GBLI]

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2018

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Ordinary Shares | 03/31/2018 | | A | | 2,620 (1) | A | \$ 34.52 |
| | | | | | 765,290 (4) (5) (6) | (2) (3) | |
| | | | | | | I | See Footnote (2) (3) (4) (5) (6) |
| Class A Ordinary Shares | | | | | 2,689 | I | See Footnote (3) |
| Class A Ordinary Shares | | | | | 14,763 | I | See Footnote (4) |

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 848 shares of restricted A ordinary shares under the Issuer's Share Incentive Plan that vest on the 24 month anniversary of the award in recognition of service rendered as a Board member to Global Indemnity Limited, and 1,772 shares of restricted A ordinary shares under the Issuer's Share Incentive Plan that vest on the 24 month anniversary of the award in recognition of service rendered as a Board member to Global Indemnity Group, Inc., an indirect wholly-owned subsidiary of the Issuer.

(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 these securities 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 general partner of Fund II is FP International LPH, L.P. The sole general partner of FP International LPH, L.P. is Fox Paine International GP, Ltd. ("GPLTD"). As a result, GPLTD may be deemed to control the Ordinary Shares owned by U.N. Holdings (Cayman), Ltd. Mr. Fox is a director of GPLTD. Mr. Fox disclaims beneficial ownership of these securities 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 general partner of Fund II is FP International LPH, L.P. The sole general partner of FP International LPH, L.P. is GPLTD. As a result, GPLTD may be deemed to control the Ordinary Shares owned by U.N. Holdings (Cayman) II, Ltd. Mr. Fox is a director of GPLTD. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.

(5) Shares owned by U.N. Co-Investment Fund III (Cayman), L.P. Mr. Fox is a director of Fox Paine Capital Co-Investors International GP, Ltd., which is the general partner of U.N. Co-Investment Fund III (Cayman), L.P. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.

(6) Shares held indirectly by Fox Paine Global, Inc. Mr. Fox is a director of Fox Paine Global, Inc. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.

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.