

Sompo International Holdings Ltd.
Form 4
June 18, 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 *
Sompo International Holdings Ltd.

2. Issuer Name and Ticker or Trading Symbol
Blue Capital Reinsurance Holdings Ltd. [BCRH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2018

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

WATERLOO HOUSE, 100 PITTS BAY ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

PEMBROKE, D0 HM08

(City) (State) (Zip)

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			
Common Shares	06/15/2018		M	1,811 A \$ 10.1	414,269	D	
Common Shares					2,500,000	I	See Footnote (1)

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

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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)	Amount or Number of Shares
Restricted Share Units	(2)	06/15/2018		M	1,811	(3) (3)	Common Shares	1,811
Restricted Share Units	(2)	06/15/2018		J(4)	4,256	(5) (5)	Common Shares	4,256

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sampo International Holdings Ltd. WATERLOO HOUSE 100 PITTS BAY ROAD PEMBROKE, D0 HM08		X		
SOMPO HOLDINGS, INC. 26-1, NISHI-SHINJUKU 1-CHOME SHINJUKU-KU TOKYO, M0 160-8338		X		
Sampo Japan Nipponkoa Insurance Inc. 26-1, NISHI-SHINJUKU 1-CHOME SHINJUKU-KU TOKYO, M0 160-8338		X		

Signatures

SOMPO INTERNATIONAL HOLDINGS LTD., By /s/ John V. Del Col	06/15/2018
**Signature of Reporting Person	Date
Sampo Holdings, Inc., By /s/ Junichi Tanaka, Managing Executive Officer	06/15/2018
**Signature of Reporting Person	Date
Sampo Japan Nipponkoa Insurance Inc., By /s/ Junichi Tanaka, Managing Executive Officer	06/15/2018
**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) Owned by Endurance Specialty Insurance Ltd., a wholly-owned subsidiary of Sampo International Holdings Ltd.

(2) Each restricted share unit represents a contingent right to receive one Issuer common share.

(3) Mandatory conversion of previously granted restricted share units.

In accordance with agreements between Sampo International Holdings Ltd. ("SIH"), as successor in interest to Endurance Specialty Holdings Ltd., and Mr. Del Col and Mr. McGuire, respectively, all remuneration, including cash fees, restricted share units, any other equity-based awards and other compensation, to which they are or will become entitled for their service as Directors of the Issuer will be assigned or paid directly to SIH. Mr. Del Col and Mr. McGuire disclaim beneficial ownership of all such restricted share units. SIH is an indirect, wholly-owned subsidiary of Sampo Holdings, Inc. and a direct, wholly-owned subsidiary of Sampo Japan Nipponkoa Insurance, Inc.

(4) These awards will vest in three equal tranches on June 15, 2019, 2020 and 2021, subject to Messrs. Del Col and McGuire remaining actively engaged as directors of the Issuer in good standing on such dates.

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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