

McGuire Michael J
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 *
McGuire Michael J

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)
WATERLOO HOUSE, 100 PITTS BAY ROAD

(Street)

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

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

PEMBROKE, D0 HM 08

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

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

(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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	\$ 0	06/15/2018	A		2,128		<u>(1)</u>	<u>(1)</u>	Common Shares	2,128
Restricted Share Units	\$ 0	06/15/2018	J ⁽²⁾		2,128		<u>(1)</u>	<u>(1)</u>	Common Shares	2,128

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGuire Michael J WATERLOO HOUSE 100 PITTS BAY ROAD PEMBROKE, D0 HM 08	X		Chief Executive Officer	

Signatures

/s/ Michael J.
McGuire

06/18/2018

**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) This award will vest in three equal tranches on June 15, 2019, 2020 and 2021, subject to the Reporting Person remaining actively engaged as a director of the Issuer in good standing on such dates.
- (2) In accordance with an agreement between Sompo International Holdings Ltd. ("SIH"), as successor in interest to Endurance Specialty Holdings Ltd., and the Reporting Person, all remuneration, including cash fees, restricted share units, any other equity-based awards and other compensation, to which the Reporting Person is or will become entitled for his service as a Director of the Company will be assigned or paid directly to SIH. The Reporting Person disclaims beneficial ownership of all such restricted share units.
- (3) The Reporting Person transferred the restricted share units to SIH for no consideration.

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.