

Third Point Reinsurance Ltd.
Form 4
February 03, 2017

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 *
PINE BROOK LVR, L.P.

(Last) (First) (Middle)

C/O PINE BROOK ROAD
PARTNERS, LLC, 60 EAST 42ND
STREET, 50TH FL

(Street)

NEW YORK, NY 10165

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Third Point Reinsurance Ltd. [TPRE]

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

02/01/2017

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
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, par value \$0.10	02/01/2017		S		448,408	D	\$ 11.5599
							10,646,565
							<u>(3)</u>
Common Shares, par value \$0.10	02/02/2017		S		129,054	D	\$ 11.5491
							10,517,511
							<u>(4)</u>
Common Shares, par value	02/03/2017		S		122,480	D	\$ 11.4641
							10,395,031
							<u>(5)</u>

\$0.10

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PINE BROOK LVR, L.P.
C/O PINE BROOK ROAD PARTNERS, LLC
60 EAST 42ND STREET, 50TH FL
NEW YORK, NY 10165

PBRA (CAYMAN) Co
C/O PINE BROOK ROAD PARTNERS LLC
60 EAST 42ND STREET, 50TH FLOOR
NEW YORK, NY 10165

Pine Brook Road Advisors, LP
C/O PINE BROOK ROAD PARTNERS LLC
60 EAST 42ND STREET, 50TH FLOOR
NEW YORK, NY 10165

PBRA, LLC
C/O PINE BROOK ROAD PARTNERS, LLC
60 EAST 42ND STREET, 50TH FLOOR
NEW YORK, NY 10165

NEWMAN HOWARD H
 C/O PINE BROOK ROAD PARTNERS LLC
 60 EAST 42ND ST, 50TH FLOOR
 NEW YORK, NY 10165

Signatures

PINE BROOK LVR, L.P., By: PBRA (CAYMAN) COMPANY, its general partner, By: /s/ Rob Jackowitz, Director	02/03/2017
__Signature of Reporting Person	Date
PBRA (CAYMAN) COMPANY, By: /s/ Rob Jackowitz, Director	02/03/2017
__Signature of Reporting Person	Date
PINE BROOK ROAD ADVISORS, LP, By: /s/ Robert Jackowitz, Chief Compliance Officer	02/03/2017
__Signature of Reporting Person	Date
PBRA, LLC, By: /s/ Robert Jackowitz, Executive Vice President	02/03/2017
__Signature of Reporting Person	Date
HOWARD H. NEWMAN, By: /s/ Robert Jackowitz, Attorney-in-Fact	02/03/2017
__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) Represents Common Shares ("Shares") held directly by Pine Brook LVR, L.P.
- PBRA (Cayman) Company ("PBRA Cayman") serves as general partner to Pine Brook LVR, L.P. Pine Brook Road Advisors, LP ("Advisors") serves as investment manager to PBRA Cayman. PBRA, LLC serves as general partner of Advisors. Howard H. Newman ("Mr. Newman") is the sole member of PBRA, LLC. In such capacities, each of PBRA Cayman, Advisors, PBRA, LLC and Mr. Newman may be deemed to indirectly beneficially own Shares held by Pine Brook LVR and disclaims beneficial ownership of all such Shares except to the extent of any indirect pecuniary interest therein.
- (3) This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Persons on February 1, 2017, within a \$1.00 range. The actual prices for these transactions range from \$11.40 to \$11.70, inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares sold at each separate price within the ranges set forth in footnotes (3), (4), and (5) to this Form 4.
- (4) This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Persons on February 2, 2017, within a \$1.00 range. The actual prices for these transactions range from \$11.45 to \$11.60, inclusive.
- (5) This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Persons on February 3, 2017, within a \$1.00 range. The actual prices for these transactions range from \$11.45 to \$11.60, inclusive.

Remarks:

Exhibit 99.1 - Power of Attorney (incorporated by reference to Exhibit B to the Schedule 13G filed by Pine Brook Road Advisors)

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.