

Global Indemnity plc
Form 4
May 18, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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)
05/15/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Ordinary Shares | 05/15/2015 | | J ⁽¹⁾ | 1,419 A | <u>734,011</u> ^{(2) (3)} <u>(4) (5) (6) (7) (8)</u> <u>(9) (10) (11) (12)</u> <u>(13)</u> | I | See Footnote ^{(2) (3) (4) (5)} ^{(6) (7) (8) (9)} ^{(10) (11) (12)} ⁽¹³⁾ |
| Class A Ordinary Shares | | | | | 537,748 | I | See Footnote ⁽³⁾ |
| Class A Ordinary Shares | | | | | 2,952,558 | I | See Footnote |

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| | | | | | | | | | |
|-------------------------|------------|--|------------------|-------|---------|---|--------|-------------------|------------------|
| Shares | | | | | | | | (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 | 05/15/2015 | | J ⁽¹⁾ | 1,419 | A | Ⓛ | 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) | |
| Class A Ordinary Shares | | | | | 267,702 | | I | See Footnote (13) | |

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.

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. De |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|

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| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|-------------------------|-------------|---|------------|-----|------------------|-----------------|-------------|----------------------------|-------------------------|-----------|
| Class B Ordinary Shares | <u>(14)</u> | | 05/15/2015 | | J ⁽¹⁾ | 4,639 | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 4,639 |
| Class B Ordinary Shares | <u>(14)</u> | | 05/15/2015 | | J ⁽¹⁾ | 4,639 | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 4,639 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 5,447,025 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 5,694,731 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 423,812 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 331,276 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 20,995 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 20,995 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 2,208 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 1,104 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 6,299 |
| Class B Ordinary Shares | <u>(14)</u> | | | | | | <u>(14)</u> | <u>(14)</u> | Class A Ordinary Shares | 2,500 |

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
05/18/2015

**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) On May 15, 2015, Mercury Assets Delaware LLC acquired approximately 4.20% limited partnership interest in U. N. Co-Investment Fund III (Cayman), L. P. not previously owned by Mr. Fox for an aggregate purchase price of \$124,151. See footnote 2 for more information regarding Mercury Assets Delaware LLC.
- (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 and B 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 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 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 and B 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 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 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 and B 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 Class A Common Shares and B 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 and B Ordinary Shares owned by U.N. Co-Investment Fund II (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.
- (7) 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 and B 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 and B Ordinary Shares owned by U.N. Co-Investment Fund IV (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.

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- (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 and B 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 and B 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 and B 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 and B Ordinary Shares owned by U.N. Co-Investment Fund IX (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.
- (13) Shares owned by Fox Paine & Company, LLC. 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.
- (14) Each B Ordinary Share is convertible into one A Ordinary Share.
- (15) Shares owned by U.N. Co-Investment Fund VII (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 VII (Cayman), L.P. Mr. Fox disclaims beneficial ownership of the B Ordinary Shares owned by U.N. Co-Investment Fund VII (Cayman), L.P. except to the extent of his indirect pecuniary interest therein.

Remarks:

See attached footnotes 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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