Global Indemnity plc Form 4 May 18, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FOX SAUL A

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Global Indemnity plc [GBLI]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director Officer (give title

below)

_X__ 10% Owner _ Other (specify

C/O GLOBAL INDEMNITY GROUP, INC., 3 BALA PLAZA EAST, SUITE 300

4. If Amendment, Date Original

(Month/Day/Year)

05/15/2015

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BALA CYNWYD, PA 19004

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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 Beneficial Ownership (Instr. 4)
Class A Ordinary Shares	05/15/2015		J <u>(1)</u>	1,419 А (1)	734,011 (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13)	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					2,952,558	I	See Footnote

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Shares								<u>(4)</u>
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 <u>(1)</u>	1,419	A	(1)	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
Class A Ordinary Shares						338	I	See Footnote
Class A Ordinary Shares						1,927	I	See Footnote
Class A Ordinary Shares						267,702	I	See Footnote

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Code	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				and 5)		

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

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FOX SAUL A

C/O GLOBAL INDEMNITY GROUP, INC.
3 BALA PLAZA EAST, SUITE 300

BALA CYNWYD, PA 19004

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).
- On May 15, 2015, Mercury Assets Delaware LLC acquired approximately 4.20% limited partnership interest in U. N. Co-Investment (1) 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.
- The sole member of Mercury Assets Delaware LLC is Benjerome Trust. Mr. Fox is the sole trustee of the Benjerome Trust. Mr. Fox discliams 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.
- 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 disclisms 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.
- 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.
- 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.
- 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.
- 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.
- 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.

Reporting Owners 4

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- 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.
- 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.
- 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.
- 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.
- 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 fo 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.
- 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. 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.