

TREACY JOHN C
Form 4
September 28, 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 *
TREACY JOHN C

2. Issuer Name and Ticker or Trading Symbol
OneBeacon Insurance Group, Ltd.
[OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
605 HIGHWAY 169 NORTH
SUITE 800

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2017

____ Director
____ Officer (give title below) _____ Other (specify below)
SVP & Chief Accounting Officer

(Street)
PLYMOUTH, MN 55441

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)	Price		
				Code	V	Amount	
Class A Common Shares	09/28/2017		D		5,638	D	
					18.1	0	D
					<u>(1)</u>		
Class A Common Shares	09/28/2017		D		1,356	D	in 401(k) ESOP
					18.1	0	I
					<u>(2)</u>		

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

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SEC 1474 (9-02)

number.

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 or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock Units	(3)	09/28/2017		D	19,853	(3) (3)	Class A Common Shares	19,853 \$ 18.10

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TREACY JOHN C
605 HIGHWAY 169 NORTH SUITE 800
PLYMOUTH, MN 55441

SVP & Chief Accounting Officer

Signatures

/s/ Sarah A. Kolar,
Attorney-in-Fact

09/28/2017

**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).

Disposition in connection with the merger (the "Merger") between Intact Acquisition Co. Ltd. and OneBeacon Insurance Group, Ltd.

(1) ("OneBeacon"), exempt pursuant to Rule 16b-3, in which each outstanding Class A common share of OneBeacon ("Class A Share") was converted into the right to receive an amount in cash equal to \$18.10 per share.

(2) Disposition in connection with the Merger, exempt pursuant to Rule 16b-3, in which each outstanding Class A Share was converted into the right to receive an amount in cash equal to \$18.10 per share.

(3) In connection with the Merger, each outstanding phantom stock unit of OneBeacon was converted into the right to receive an amount in cash equal to the product of (i) the sum of \$18.10 plus any accrued dividend equivalents in respect of a Class A Share subject to such phantom stock unit, multiplied by (ii) the number of Class A Shares subject to such phantom stock unit immediately prior to the effective time of the Merger; such cash amount shall continue to be subject to service-based vesting conditions.

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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