

Symetra Financial CORP
Form 4
June 24, 2013

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 *
**WHITE MOUNTAINS
INSURANCE GROUP LTD**

(Last) (First) (Middle)

80 SOUTH MAIN ST.

(Street)

HANOVER, NH 03755

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Symetra Financial CORP [SYA]

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/20/2013 | | X | 9,487,872 A \$ 11.494 | 26,887,872 | I | by subsidiaries (1) |
| Common Stock | 06/20/2013 | | J(2) | 7,023,029 D \$ 15.528 | 19,864,843 | I | by subsidiaries (1) |
| Common Stock | 06/20/2013 | | J(3) | 184,036 A \$ 0 | 20,048,879 | I | by subsidiaries (1) |

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

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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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number of Shares |
| Warrants to Purchase Common Stock | \$ 11.494 | 06/20/2013 | | X | 9,487,872 | 07/30/2004 07/29/2014 | Common Stock | 9,487,872 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITE MOUNTAINS INSURANCE GROUP LTD 80 SOUTH MAIN ST. HANOVER, NH 03755 | | X | | |

Signatures

Jason R. Lichtenstein, by Power of Attorney
06/24/2013

**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 shares owned by indirect wholly owned subsidiaries of White Mountains Insurance Group, Ltd.

(2) On June 20, 2013, SYA Insurance Holdings (NL) B.V., an indirect wholly owned subsidiary of White Mountains Insurance Group, Ltd., exercised a warrant to purchase 9,487,872 shares of SYA common stock for \$11.494 per share and paid the exercise price on a cashless basis, resulting in SYA's withholding of 7,023,029 shares of SYA common stock in respect of the exercise price.

(3) In order to induce SYA Insurance Holdings (NL) B.V. to exercise the warrant as described in footnote 2, SYA has agreed to issue to SYA Insurance Holdings (NL) B.V. 184,036 additional shares of SYA common stock based on the fair value of the warrant on the exercise date.

(4) Represents securities owned by SYA Insurance Holdings (NL) B.V., an indirect wholly owned subsidiary of White Mountains Insurance Group, Ltd.

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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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