FOX SAUL A
Form 4
April 02, 2019

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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 Ltd [GBLI]

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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			
Class A Ordinary Shares	03/31/2019		A		5,350 (1)	A	$ 30.38	749,123	I	See Footnote (2)
Class A Ordinary Shares								2,689	I	See Footnote (3)
Class A Ordinary Shares								14,763	I	See Footnote (4)
Class A								23,575	I	See

Ordinary Shares				Footnote (5)
Class A Ordinary Shares		296,511	I	See Footnote (6)

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)	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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
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	04/02/2019
**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 a grant of 1,604 restricted A ordinary shares awarded in recognition of service rendered as a Board member of Global Indemnity Limited, including 802 restricted A ordinary shares awarded as a tax gross up, and 3,746 restricted A ordinary shares awarded in recognition of services rendered as a Board member of Global Indemnity Group, Inc., an indirect, wholly-owned subsidiary of the Issuer, including 1,873 restricted A ordinary shares awarded as a tax gross up. All grants are from the Issuer's current share incentive plan and vesting has been deferred to the earlier of January 1, 2024 or a change in control of the Issuer.

(2) Includes shares held indirectly by Mercury Assets Delaware LLC through its limited partnership interest in Fox Mercury Investments, L.P., which owns 988,370 shares. 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 these securities 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 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 Ordinary Shares owned by U.N. Holdings (Cayman), Ltd. Mercury Assets Delaware LLC is a minority shareholder of GPLTD. Mr. Fox disclaims beneficial ownership of these securities 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) II, Ltd. A majority of the outstanding share capital of U.N. Holdings (Cayman) II, Ltd. is held by Fund II. The sole 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 Ordinary Shares owned by U.N. Holdings (Cayman) II, Ltd. Mercury Assets Delaware LLC is a minority shareholder of GPLTD. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.

(5) Shares owned by U.N. Co-Investment Fund III (Cayman), L.P. Fox Paine Capital Co-Investors International GP, Ltd. is the general partner of U.N. Co-Investment Fund III (Cayman), L.P. The sole shareholder of Fox Paine Capital Co-Investors International GP, Ltd 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 Ordinary Shares owned by U.N. Co-Investment Fund III (Cayman), L.P. Mercury Assets Delaware LLC is a minority shareholder of GPLTD. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.

(6) Shares held indirectly by Fox Paine Global, Inc. through its indirect limited partnership interest in Fox Mercury Investments, L.P., which owns 988,370 shares. Mr. Fox is a director of Fox Paine Global, Inc. Mr. Fox disclaims beneficial ownership of these securities except to the extent of his indirect pecuniary interest therein.

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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