## Edgar Filing: BRONFMAN MATTHEW - Form 3

#### **BRONFMAN MATTHEW**

Form 3

August 08, 2005

# FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

Expires:

response...

January 31, 2005

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INITIAL STATEMENT OF 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 \*

 **BRONFMAN MATTHEW** 

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

08/08/2005

James River Group, INC [JRVR]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

1414 RALEIGH ROAD, SUITE 415.Â

(Street)

(Check all applicable)

\_X\_ Director \_X\_ 10% Owner Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting

Person

\_X\_ Form filed by More than One

Reporting Person

CHAPEL HILL, NCÂ 27517

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

Beneficially Owned

2. Amount of Securities

(Instr. 4)

Ownership

Form: Direct (D) 4. Nature of Indirect Beneficial

Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Expiration Exercisable Date

Title

Amount or Number of Shares

Derivative Security Direct (D) or Indirect

(I)

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						(Instr. 5)	
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	6,000 (2)	\$ <u>(2)</u>	I	By Bronfman Associates III
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	1,684 (3)	\$ (3)	I	By Bronfman Associates III
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	145,412 (3)	\$ (3)	I	By JRG Seven, LLC (7)
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	1,280 (3)	\$ (3)	D	Â
Options to Purchase Common Stock	(5)	05/14/2013	Common Stock	812 (4) (5)	\$ 100 (4)	D	Â
Options to Purchase Common Stock	(6)	03/24/2014	Common Stock	400 (4) (6)	\$ 100 (4)	D	Â

# **Reporting Owners**

Reporting Owner Name / Address			Relationships	
		10% Owner	Officer	Other
BRONFMAN MATTHEW 1414 RALEIGH ROAD, SUITE 415 CHAPEL HILL, NC 27517	ÂX	ÂX	Â	Â
JRG Seven LLC C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018	Â	Â	Â	Manager of JRG Seven LLC
Edgar M Bronfman Non-IDB Trust A under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018	Â	Â	Â	Trustee
Edgar M Bronfman Non-IDB Trust B under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018	Â	Â	Â	Trustee
Edgar M Bronfman Non-IDB Trust C under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018	Â	Â	Â	Trustee
Edgar M Bronfman Non-IDB Trust D under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP	Â	Â	Â	Trustee

Reporting Owners 2

1430 BROADWAY, 17TH FLOOR NEW YORK, NYÂ 10018

Edgar M Bronfman Non-IDB Trust E under the 1942 EMBT

Donation dated May 1 1942

C/O HOLTZ RUBENSTEIN REMNICK LLP Â Â Â Trustee

1430 BROADWAY, 17TH FLOOR

NEW YORK, NYÂ 10018

Edgar M Bronfman Non-IDB Trust F under the 1942 EMBT

Donation

C/O HOLTZ RUBENSTEIN REMNICK LLP Â Â Â Trustee

1430 BROADWAY, 17TH FLOOR

NEW YORK, NYÂ 10018

Edgar M Bronfman Non-IDB Trust G under the 1942 EMBT

Donation

C/O HOLTZ RUBENSTEIN REMNICK LLP Â Â Â Trustee

1430 BROADWAY, 17TH FLOOR

NEW YORK, NYÂ 10018

# **Signatures**

/s/ J. Adam Abram, Attorney-in-Fact

08/08/2005

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) All of the issuer's Series A Convertible Preferred Stock and Series B Convertible Preferred Stock will be converted into Common Stock immediately prior to the closing of the issuer's initial public offering.
- Does not reflect accrued and unpaid dividends payable in Common Stock or a 10-for-1 stock split to be effective prior to the closing of the issuer's initial public offering.
- (3) Does not reflect accrued and unpaid dividends payable in Common Stock or a 10-for-1 stock split to be effective prior to the closing of the issuer's initial public offering.
- (4) Does not reflect a 10-for-1 stock split, to be effective prior to the closing of the issuer's initial public offering.
- Of these 812 Options to Purchase Common Stock, 406 have vested, and the remainder will vest in equal installments on each of 5/15/06 and 5/15/07.
- Of these 400 Options to Purchase Common Stock, 100 have vested, and the remainder will vest in equal installments on each of 3/25/06, 3/25/07 and 3/25/08.
- (7) Mr. Bronfman is the manager of JRG Seven, LLC but disclaims any beneficial ownership of any equity securities held by JRG Seven, LLC.

Â

### **Remarks:**

J. Adam Abram was granted a power of attorney to sign Form 3 on behalf of Mr. Bronfman p attached hereto as Exhibit 24.Â

EXHIBITÂ INDEXÂ Exhibit 24 - Power of AttorneyÂ Exhibit 99 - Joint Filers

Signatures 3

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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. 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.