

James River Group Holdings, Ltd.
Form 4
December 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
James River Group Holdings, Ltd.
[JRVV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2014

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

NEW YORK, NY 10282

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Shares	12/17/2014		S		4,750,000 (2)	D	\$ 19.74
					2,750,000 (2)	I (2)	
Common Shares	12/17/2014		P		47,619 (5)	A	\$ 21.32
					2,797,619 (4)	I (4)	

See footnotes (1) (2) (3) (5) (6)

See footnotes (1) (4) (5) (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)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		
JRVR Investors Offshore LP 200 WEST STREET NEW YORK, NY 10282		X		
GS JRVR Offshore Advisors, Inc. 200 WEST STREET NEW YORK, NY 10282		X		
GS INVESTMENT STRATEGIES, LLC 200 WEST STREET NEW YORK, NY 10282		X		
GSAM GEN-PAR, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact

12/19/2014

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<u> </u> **Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact	12/19/2014
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/s/ Kevin P. Treanor, Attorney-in-fact	12/19/2014
<u> </u> **Signature of Reporting Person	Date
/s/ Kevin P. Treanor, Attorney-in-fact	12/19/2014

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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), JRVR Investors Offshore LP ("JRVR LP"), GS JRVR Offshore Advisors, Inc. ("GS JRVR Inc."), GS Investment Strategies, LLC ("GSIS") and GSAM Gen-Par, L.L.C. ("GSAM Gen-Par" and, together with GS Group, Goldman Sachs, JRVR LP, GS JRVR Inc. and GSIS, the "Reporting Persons").

(2) Pursuant to an underwriting agreement, dated December 11, 2014 (the "Underwriting Agreement"), and in connection with the initial public offering ("IPO") of common shares, par value \$0.0002 per share, of James River Group Holdings, Ltd. (the "Common Shares"), pursuant to the final prospectus dated December 11, 2014, which offering was consummated on December 17, 2014, GS Group and JRVR LP sold an aggregate of 4,750,000 Common Shares. GS Group sold 3,470,921 Common Shares and JRVR LP sold 1,279,079 Common Shares.

(3) As a result of the IPO, GS Group beneficially owns directly 2,009,481 Common Shares and GS Group may be deemed to beneficially own indirectly 740,519 Common Shares beneficially owned directly by JRVR LP because affiliates of GS Group are the general partner, the sole director of the general partner or the investment manager of JRVR LP. JRVR LP beneficially owns directly 740,519 Common Shares, which may be deemed to be beneficially owned indirectly by GS JRVR Inc., JRVR LP's general partner, GSAM Gen-Par, the sole director of GS JRVR Inc., and GSIS, the investment manager of JRVR LP.

(4) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 47,619 Common Shares. Goldman Sachs is a wholly owned subsidiary of GS Group. Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to James River Group Holdings, Ltd.

(5) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest, if any.

(6) As a result of the IPO, as of December 17, 2014, the Reporting Persons ceased to be the beneficial owners of more than 10% of the Common Shares and are therefore no longer subject to Section 16 of the Securities Exchange Act of 1934, as amended.

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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