

Mitchell C Kenneth
Form 3
August 08, 2005

FORM 3

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

OMB APPROVAL

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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 *

Â Mitchell C Kenneth

(Last) (First) (Middle)

1414 RALEIGH ROAD, SUITE
415

(Street)

CHAPEL HILL,Â NCÂ 27517

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/08/2005

3. Issuer Name **and** Ticker or Trading Symbol
James River Group, INC [JRVV]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Pres & CEO-Stonewood
Insurance

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

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

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date Expiration
Exercisable Date

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

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

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

(Instr. 5)

Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,000 <u>(2)</u>	\$ <u>(2)</u>	D	Â
Options to Purchase Common Stock	Â <u>(4)</u>	03/24/2014	Common Stock	8,000 <u>(3)</u> <u>(4)</u>	\$ 100 <u>(3)</u>	D	Â
Warrants to Purchase Common Stock	Â <u>(5)</u>	10/31/2013	Common Stock	2,625 <u>(3)</u>	\$ 100 <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mitchell C Kenneth 1414 RALEIGH ROAD, SUITE 415 CHAPEL HILL, NC 27517	Â	Â	Â Pres & CEO-Stonewood Insurance	Â

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 B Convertible Preferred Stock will be converted into Common Stock immediately prior to the closing of the issuer's initial public offering.
- (2) 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 a 10-for-1 stock split to be effective prior to the closing of the issuer's initial public offering.
- (4) Of these 8,000 Options to Purchase Common Stock, 2,000 have vested, and the remainder will vest in equal installments on each of 3/25/06, 3/25/07 and 3/35/08.
- (5) These Warrants are currently exercisable.

Â

Remarks:

J. Adam Abram was granted a power of attorney to sign Form 3 on behalf of Mr. Mitchell C. Kenneth as attached hereto as Exhibit 24.

EXHIBIT INDEX - Exhibit 24 - Power of Attorney

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.