

James River Group Holdings, Ltd.

Form 3

December 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *GOLDMAN SACHS GROUP
INC

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/11/2014

3. Issuer Name and Ticker or Trading Symbol

James River Group Holdings, Ltd. [JRVV]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

Common Shares

7,500,000

I (2)

See footnotes (1) (2) (3) (4)

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)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
JRVR Investors Offshore LP 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GS JRVR Offshore Advisors, Inc. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GS INVESTMENT STRATEGIES, LLC 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GSAM GEN-PAR, L.L.C. 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact 12/11/2014

__Signature of Reporting Person

Date

/s/ Kevin P. Treanor,
Attorney-in-fact 12/11/2014

__Signature of Reporting Person

Date

/s/ Kevin P. Treanor,
Attorney-in-fact 12/11/2014

__Signature of Reporting Person

Date

/s/ Kevin P. Treanor,
Attorney-in-fact 12/11/2014

__Signature of Reporting Person

Date

/s/ Kevin P. Treanor,
Attorney-in-fact 12/11/2014

__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).

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

- (1) GS Group beneficially owns directly 5,480,402 common shares, par value \$0.0002 per share, of James River Group Holdings, Ltd. (the "Common Shares"). GS Group may be deemed to beneficially own indirectly 2,019,598 Common Shares beneficially owned directly by JRV R LP because affiliates of GS Group are the general partner, the sole director of the general partner or the investment manager of JRV R LP.
- (2) JRV R LP beneficially owns directly 2,019,598 Common Shares, which may be deemed to be beneficially owned indirectly by GS JRV R Inc., JRV R LP's general partner, GSAM Gen-Par, the sole director of GS JRV R Inc., and GSIS, the investment manager of JRV R LP.
- (3) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any.

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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