

BRONFMAN MATTHEW
Form 4
August 16, 2005

FORM 4

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

OMB APPROVAL

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

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 *
BRONFMAN MATTHEW

2. Issuer Name and Ticker or Trading Symbol
James River Group, INC [JRVR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1414 RALEIGH ROAD, SUITE 415,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2005

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

CHAPEL HILL, NC 27517

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 Indirect Beneficial Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 08/12/2005 | | C | | 14,371 ⁽¹⁾ | A | ⁽²⁾ 14,371 | D | |
| Common Stock, par value \$0.01 per share | 08/12/2005 | | C | | 87,854 ⁽¹⁾ | A | ⁽²⁾ 102,225 | I | By Bronfman Associates III |
| Common Stock, par | 08/12/2005 | | C | | 1,632,688 ⁽¹⁾ | A | ⁽²⁾ 1,734,913 | I | By JRG Seven, |

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

LLC ⁽⁵⁾

08/12/2005 P 6,500 A \$ 18 1,741,413 D

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

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.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series B Convertible Preferred Stock | <u>(2)</u> | 08/12/2005 | | C | 1,280 | <u>(3)</u> <u>(3)</u> | Common Stock 12,800 |
| Series B Convertible Preferred Stock | <u>(2)</u> | 08/12/2005 | | C | 3,000 | <u>(3)</u> <u>(3)</u> | Common Stock 60,000 |
| Series B Convertible Preferred Stock | <u>(2)</u> | 08/12/2005 | | C | 145,412 | <u>(3)</u> <u>(3)</u> | Common Stock 1,454,12 <u>(4)</u> |
| Series B Convertible Preferred Stock | <u>(2)</u> | 08/12/2005 | | C | 1,684 | <u>(3)</u> <u>(3)</u> | Common Stock 16,840 |

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|--|----------|--------------|---------|-----------------------------|
| BRONFMAN MATTHEW 1414 RALEIGH ROAD, SUITE 415 CHAPEL HILL, NC 27517 | X | X | | |
| JRG Seven LLC C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018 | | | | 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 | | | | 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 | | | | 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 | | | | Trustee |
| Edgar M Bronfman Non-IDB Trust D under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018 | | | | Trustee |
| Edgar M Bronfman Non-IDB Trust E under the 1942 EMBT Donation dated May 1 1942 C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018 | | | | Trustee |
| Edgar M Bronfman Non-IDB Trust F under the 1942 EMBT Donation C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018 | | | | Trustee |
| Edgar M Bronfman Non-IDB Trust G under the 1942 EMBT Donation C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018 | | | | Trustee |

Signatures

/s/ E. Caperton Thomas,
Attorney-in-Fact

08/16/2005

__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) Reflects the conversion of all of the reporting person's preferred stock into Common Stock plus accrued dividends paid in Common Stock.
- (2) Price not applicable to conversion of preferred stock into Common Stock.
- (3) All of the reporting person's Series A and Series B Convertible Preferred Stock was converted into Common Stock immediately prior to the closing of the issuer's initial public offering.
- (4) Reflects a 10-for-1 stock split effected immediately prior to the closing of the issuer's initial public offering.
- (5) Matthew Bronfman is the manager of JRG Seven, LLC, but disclaims any beneficial ownership of any equity securities held by JRG Seven, LLC.

Remarks:

Ms. E. Caperton Thomas was granted power of attorney to sign Form 4 on behalf of Mr. Bronfman.

EXHIBIT INDEX - Exhibit 99 - Joint Filers

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.