

TREACY JOHN C

Form 4

September 28, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TREACY JOHN C

2. Issuer Name **and** Ticker or Trading
Symbol
OneBeacon Insurance Group, Ltd.
[OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
605 HIGHWAY 169 NORTH
SUITE 800

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2017

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
SVP & Chief Accounting Officer

(Street)
PLYMOUTH, MN 55441

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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		
Class A Common Shares	09/28/2017		D		5,638	D	\$ 18.1 (1)	0	D
Class A Common Shares	09/28/2017		D		1,356	D	\$ 18.1 (2)	0	I
									in 401(k) ESOP

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
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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. Pr Deri Secu (Inst		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)	09/28/2017		D		19,853		(3)	(3)	Class A Common Shares	19,853	\$ 1

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TREACY JOHN C
605 HIGHWAY 169 NORTH SUITE 800
PLYMOUTH, MN 55441

SVP & Chief Accounting Officer

Signatures

/s/ Sarah A. Kolar,
Attorney-in-Fact

09/28/2017

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).

- Disposition in connection with the merger (the "Merger") between Intact Acquisition Co. Ltd. and OneBeacon Insurance Group, Ltd.
- (1) ("OneBeacon"), exempt pursuant to Rule 16b-3, in which each outstanding Class A common share of OneBeacon ("Class A Share") was converted into the right to receive an amount in cash equal to \$18.10 per share.
- (2) Disposition in connection with the Merger, exempt pursuant to Rule 16b-3, in which each outstanding Class A Share was converted into the right to receive an amount in cash equal to \$18.10 per share.
- In connection with the Merger, each outstanding phantom stock unit of OneBeacon was converted into the right to receive an amount in cash equal to the product of (i) the sum of \$18.10 plus any accrued dividend equivalents in respect of a Class A Share subject to such phantom stock unit, multiplied by (ii) the number of Class A Shares subject to such phantom stock unit immediately prior to the effective time of the Merger; such cash amount shall continue to be subject to service-based vesting conditions.
- (3)

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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