FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average b	ourden								

0.5

hours per response:

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

						- 0	0000	.)001 00(1	) 01 1110	iiivestine	00.	inputity 7 tot	01 10-									
Name and Address of Reporting Person*						2. Issuer Name <b>and</b> Ticker or Trading Symbol  James River Group Holdings, Ltd. [ JRVR ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
<u>Crow Michael E</u>				1	James River Group Holdings, Ltd. [ JRVR ]										Direc	tor		10% C	wner			
					- L												er (give title			(specify		
(Last)		(Firs	it) (1	Middle)		3. 0	ate	of Earlie	st Trans	saction (N	1onth/	Day/Year)				Į.	below)			below)		
C/O JAMES RIVER GROUP HOLDINGS, LTD.						02/	02/21/2018									Principal Accounting Officer						
				ID.																		
90 PITTS BAY ROAD				H																		
					-   4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)																,	Form	filed by One	e Reno	rtina Pers	on	
PEMBRO	OKE	D0	I	4M 08												X Form filed by One Reporting Person  Form filed by More than One Reporting						
						-											Perso		re man	One Rep	orung	
(City)		(Sta	te) (2	Zip)																		
(- 3)		(	(	1-7																		
			Tabl	e I - Nor	n-Deriv	ative	Se	curiti	es Ac	quired,	Dis	posed c	of, or	r Ben	efici	ally O۱	wne	ed				
1. Title of S	Security (I	nstr.	3)		2. Trans	action	ction 2A. Deemed 3. 4. Securities Acquired										ount of 6.		nership	7. Nature		
Date (Month/Da					Day/Ye:	ar)	Executi if any	Execution Date,		Transaction Disposed Code (Instr. 5)		d Of (D) (Instr. 3, 4			and Secur Benef				Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership		
					Dayric	(Month/Day/									0/	Owned Following						
										1,,		(A) or		Dui.	l Te	Reported Transaction(s)				(Instr. 4)		
										Code	V	Amount	(D) Pr		Price	Ce (Instr.		3 and 4)				
Common Shares 02/21/					1/2018	3			A		4,764 <sup>(1)</sup> A		A	\$	\$0		32,539		D			
			Ta	blo II - F	) Orivat	ivo S		urition	Λοαι	irod D	icno	sed of,	or D	Ponofi	oiall	v Own						
			Ia									onvertik					icu					
1. Title of	2.	Т	3. Transaction	3A. Deem		4.		<del>-</del>	umber	-		sable and	_			8. Price	of	9. Number o	of 10		11. Nature	
Derivative	Conversi	on	Date	Execution		Date, Transact		ion of		Expiration	on Dat	e	7. Title and Amount of			Derivat	ive	derivative	Own	wnership	of Indirect	
Security (Instr. 3)	or Exerci Price of	se	(Month/Day/Year)	if any (Month/Day/Year)		Code (Inst )   8)		tr. Derivative Securities		(Month/Day/Year)				Securities Underlying		Security (Instr. 5)		Securities Beneficially		orm: rect (D)	Beneficial Ownership	
Derivative Security				iy, rear,	yriear)   0)		Acquired		Derivat			erivative		(		Owned	or	or Indirect	(Instr. 4)			
							(A) or Disposed					Seci	urity (In 4)	str. 3	3		Following Reported	(1)	(Instr. 4)			
						of (D)						,				Transaction	ı(s)					
							(Instr. 3, 4 and 5)							l	(Instr. 4)							
							Ť					Δm	ount	1								
												or										
								Date		Expiration		Nur	nber									
						Code	l۷	(A)	(D)	Exercisa		Date	Title		res	l						

## **Explanation of Responses:**

1. Grant of restricted share units (payable solely in common shares of the Issuer on each vesting date), vesting in three equal annual installments on February 21 of each of the years 2019 through 2021.

## Remarks:

/s/ Michael E. Crow

\*\* Signature of Reporting Person

02/23/2018

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.