

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

<b>1. Name and Address of Reporting Person*</b> <u>Johnson Dennis Roger</u> <hr/> (Last)                      (First)                      (Middle) <u>C/O JAMES RIVER GROUP HOLDINGS, LTD.</u> <u>32 VICTORIA STREET</u> <hr/> (Street) <u>HAMILTON D0                      HM 12</u> <hr/> (City)                      (State)                      (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>12/11/2014</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>James River Group Holdings, Ltd. [ JRVR ]</u> <hr/> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director                      10% Owner <input checked="" type="checkbox"/> Officer (give title below)                      Other (specify below) <u>Pres. &amp; CUO-Casual. Rein. Sgmt</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <u>12/11/2014</u> <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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)
---------------------------------	---	--	---

### 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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Share Option (Right to Buy)</u>	<u>(1)</u>	<u>03/07/2019</u>	<u>Common Shares</u>	<u>87,500</u>	<u>13.99<sup>(2)</sup></u>	<u>D</u>	

**Explanation of Responses:**

1. The share option, vesting in four equal annual installments on March 7 of each of the years 2013 through 2016.
2. This Amended Form 3 is being filed to correct the exercise price of this share option owned by the Reporting Person.

**Remarks:**

/s/ Dennis Roger Johnson

01/13/2015

\*\* Signature of Reporting Person

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 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).

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.