

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Botein Matthew</u>			2. Issuer Name and Ticker or Trading Symbol <u>James River Group Holdings, Ltd. [JRVR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>660 STEAMBOAT ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>GREENWICH CT 06830</u>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	11/11/2024		M ⁽¹⁾		5,859,375	A	\$6.4	5,859,375 ⁽²⁾	I	By GPC Partners Investments (Thames) LP ⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Perpetual Cumulative Convertible Preferred Shares	\$6.4	11/11/2024		M ⁽¹⁾			37,500	(1)	(1)	Common Shares	5,859,375	\$0	112,500	I	By GPC Partners Investments (Thames) LP ⁽³⁾
Series A Perpetual Cumulative Convertible Preferred Shares	\$21.9018 ⁽¹⁾	11/11/2024		D ⁽¹⁾			112,500	(1)	(1)	Common Shares	5,136,564	\$0	0	I	By GPC Partners Investments (Thames) LP ⁽³⁾
Series A Perpetual Cumulative Convertible Preferred Shares	\$8.32 ⁽¹⁾	11/11/2024		A ⁽¹⁾			112,500	(1)	(1)	Common Shares	13,521,634	\$0	112,500	I	By GPC Partners Investments (Thames) LP ⁽³⁾

Explanation of Responses:

- On November 11, 2024, GPC Partners Investments (Thames) LP ("GPC Thames") exchanged 37,500 Series A Perpetual Cumulative Convertible Preferred Shares (the "Series A Preferred Shares") for 5,859,375 Common Shares at a price per share of \$6.40, pursuant to the terms of that certain First Amendment to the Investment Agreement (the "Investment Agreement Amendment") and Amended and Restated Certificate of Designations of the Series A Preferred Shares (the "A&R Certificate of Designations"). Pursuant to the Investment Agreement Amendment and A&R Certificate of Designations, the remaining 112,500 Series A Preferred Shares are convertible at any time at the option of the holder at a modified conversion price of \$8.32 into the number of Common Shares shown in column 7, subject to adjustments as set forth in the A&R Certificate of Designations. The Series A Preferred Shares have no expiration date.
- Pursuant to the Issuer's organizational documents, in no event may the Series A Preferred Shares held directly or indirectly by the Reporting Person, together with any Common Shares received on conversion of Series A Preferred Shares or as Dividends with respect to such Series A Preferred Shares, be entitled to vote in excess of 9.9% of the aggregate voting power of the then-outstanding Common Shares on an as converted basis or of the outstanding voting securities of the Issuer.
- The shares are held directly by GPC Thames. GPC Partners II GP LLC ("GPC II GP") is the general partner of GPC Thames, and Gallatin Point Capital LLC ("Gallatin Point") is the managing member of GPC II GP. The Reporting Person and Lewis (Lee) Sachs are the Co-Founders and Managing Partners of the ultimate parent of Gallatin Point and collectively make voting and investment decisions on behalf of GPC Thames. The Reporting Person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission that the Reporting Person is a beneficial owner of the securities reported in this filing for purposes of Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act").

/s/ Matthew Botein 11/13/2024
 ** 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 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.