

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 6, 2017

JAMES RIVER GROUP HOLDINGS, LTD.

(Exact name of registrant as specified in its charter)

<u>Bermuda</u> (State or other jurisdiction of incorporation)	<u>001-36777</u> (Commission File Number)	<u>98-0585280</u> (IRS Employer Identification No.)
---------------------------------------------------------------------	-------------------------------------------------	-----------------------------------------------------------

<u>Wellesley House, 2nd Floor, 90 Pitts Bay Road, Pembroke Bermuda</u> (Address of principal executive offices)	<u>HM 08</u> (Zip Code)
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Registrant's telephone number, including area code: +1-441-278-4580

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written Communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

James River Group Holdings, Ltd. (the “Company”) is furnishing a copy of its third quarter 2017 investor presentation as Exhibit 99.1 to this Current Report on Form 8-K. The Company intends to use the investor presentation from time to time in meetings with investors and analysts. The presentation will also be posted on the investor relations portion of the Company’s website.

The information provided pursuant to this Item 7.01, including Exhibit 99.1 in Item 9.01, is “furnished” and shall not be deemed to be “filed” with the Securities and Exchange Commission or incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filings.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits

The following Exhibit is furnished as a part of this Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JAMES RIVER GROUP HOLDINGS, LTD.

Dated: November 6, 2017

By: /s/ Sarah C. Doran

Name: Sarah C. Doran

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

[99.1](#) [Investor Presentation](#)



JAMES RIVER GROUP HOLDINGS, LTD.

**Compounding Value through an
Unrelenting Focus on Underwriting Profit**

**Third Quarter 2017
Investor Presentation**

Disclosure

Forward-Looking Statements

This press release contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. In some cases, such forward-looking statements may be identified by terms such as believe, expect, seek, may, will, intend, project, anticipate, plan, estimate, guidance or similar words. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Although it is not possible to identify all of these risks and factors, they include, among others, the following: the inherent uncertainty of estimating reserves and the possibility that incurred losses may be greater than our loss and loss adjustment expense reserves; inaccurate estimates and judgments in our risk management which may expose us to greater risks than intended; the potential loss of key members of our management team or key employees and our ability to attract and retain personnel; adverse economic factors; a decline in our financial strength rating resulting in a reduction of new or renewal business; reliance on a select group of brokers and agents for a significant portion of our business and the impact of our potential failure to maintain such relationships; reliance on a select group of customers for a significant portion of our business and the impact of our potential failure to maintain such relationships; a failure of any of the loss limitations or exclusions we employ; potential effects on our business of emerging claim and coverage issues; exposure to credit risk, interest rate risk and other market risk in our investment portfolio; changes in laws or government regulation, including tax or insurance laws and regulations; our ability to obtain reinsurance coverage at reasonable prices or on terms that adequately protect us; losses resulting from reinsurance counterparties failing to pay us on reinsurance claims or insurance companies with whom we have a fronting arrangement failing to pay us for claims; the potential impact of internal or external fraud, operational errors, systems malfunctions or cyber security incidents; our ability to manage our growth effectively; inadequacy of premiums we charge to compensate us for our losses incurred; in the event we do not qualify for the insurance company exception to the passive foreign investment company ("PFIC") rules and are therefore considered a PFIC, there could be material adverse tax consequences to an investor that is subject to U.S. federal income taxation; the Company or any of its foreign subsidiaries becoming subject to U.S. federal income taxation; failure to maintain effective internal controls in accordance with Sarbanes-Oxley Act of 2002, as amended; and changes in our financial condition, regulations or other factors that may restrict our subsidiaries' ability to pay us dividends. Additional information about these risks and uncertainties, as well as others that may cause actual results to differ materially from those in the forward-looking statements, is contained in our filings with the SEC, including our Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on March 10, 2017. These forward-looking statements speak only as of the date of this release and the Company does not undertake any obligation to update or revise any forward-looking information to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise.

Non-GAAP Financial Measures

This presentation contains non-GAAP financial measures as defined by Regulation G of the rules of the SEC. These non-GAAP measures, such as underwriting profit, adjusted net operating income and tangible equity are not in accordance with, nor are they a substitute for, GAAP measures. We believe these non-GAAP measures provide users of our financial information useful insight into our performance. Investors should consider non-GAAP measures in addition to, and not as a substitute for, or superior to, the comparable GAAP measures. Please refer to pages 28 & 29 of this presentation for a reconciliation of the non-GAAP financial measures to the equivalent GAAP equivalents.

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Overview

Strategy and Overview

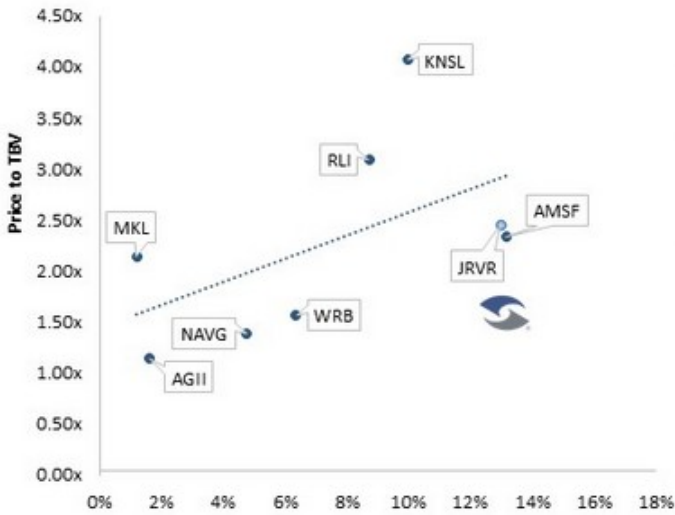
We seek to deliver consistent, top tier returns on tangible equity and achieve sector leading value creation

- We are active managers of capital, seeking to generate top tier returns and return excess capital, while being able to respond quickly to match capital to evolving risk opportunities
- We are underwriters first, and target low volatility risks with our 'A' rated balance sheet
- We are focused on profitably growing our niche portfolio of new economy, excess and surplus, and workers' compensation risks
- We continue to meaningfully build fee income, and increase the proportion of earnings represented by fees
- We seek meaningful investment returns, largely generated from niche strategies representing a small portion of our portfolio
- We mitigate volatility via portfolio construction, low retentions and little property exposure – 1:1000 PML represents \$10 million

Our current valuation supports meaningful upside

P/TBV vs Operating ROTE¹

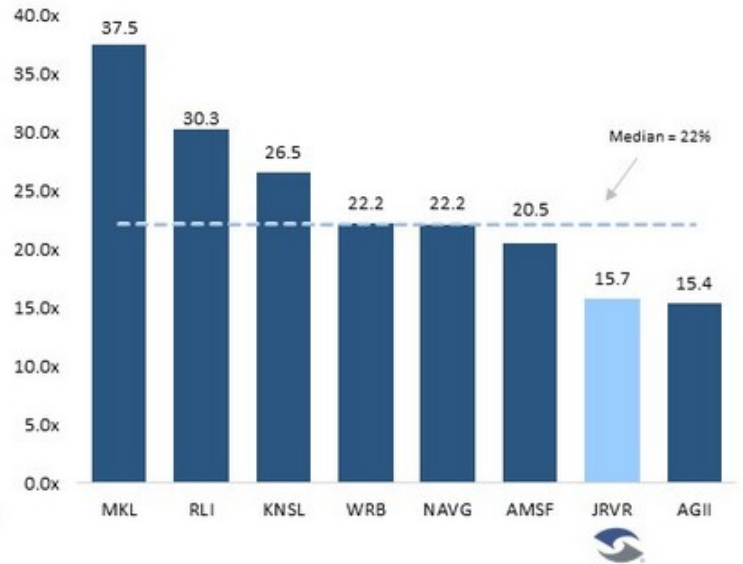
Price/Next Twelve Month Consensus Earnings



$y = 11.431x + 1.4336$ Operating ROTE
 $R^2 = 0.3068$

Source: SNL Financial, company filings.
 Market data as of 11/2/17

¹ P/TBV data as of September 30, 2017; Operating ROTE data is trailing twelve months as of September 30, 2017



We have a history of profitable growth and disciplined underwriting

Net Written Premiums & Operating ROATE



Operating Income



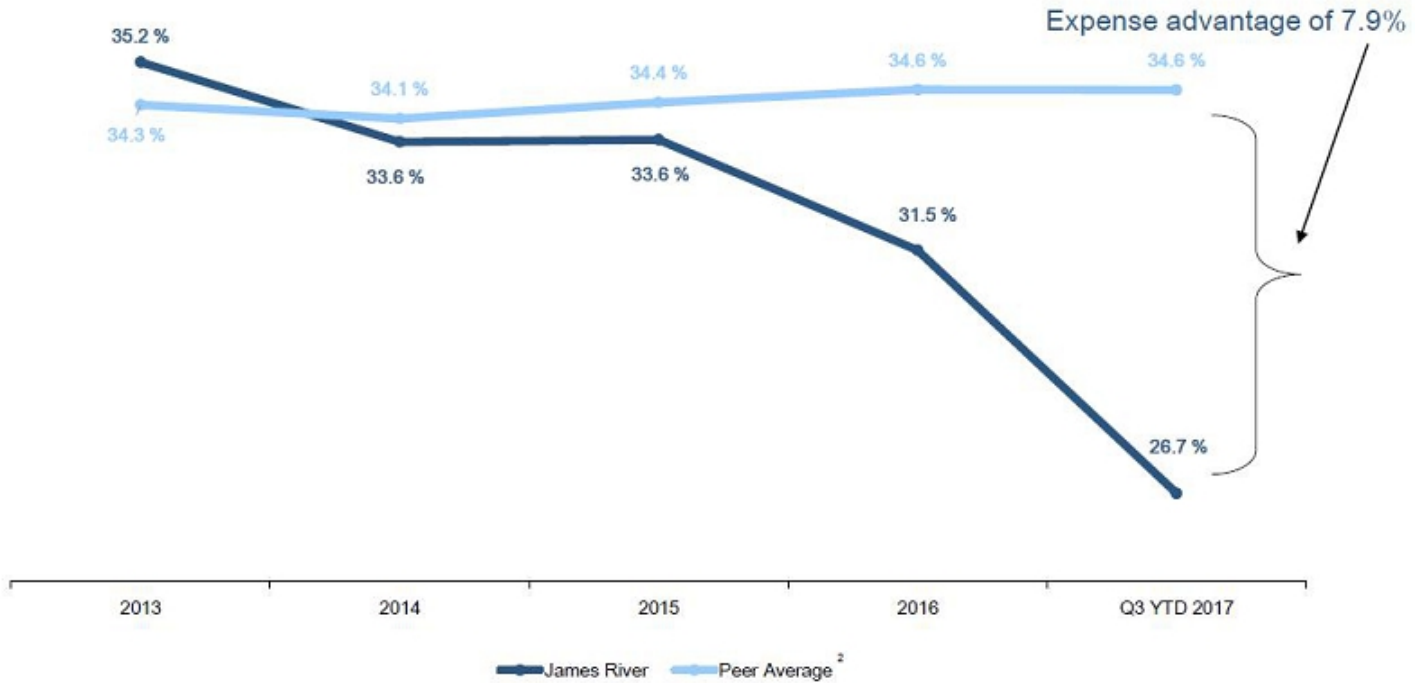
- Strong, consistent underwriting, profitable growth
- Efficient operator (26.7% expense ratio as of 3Q17)
- Increasing E&S contribution
- Growing fee income

Source: Company filings.

¹ Operating Return on Average Tangible Equity for the full financial year

Growth and Benefits of Scale

Our material expense advantage positions us well for profitability¹



¹ GAAP expense ratio; all corporate/other expenses adjusted for inclusion in the expense ratio.

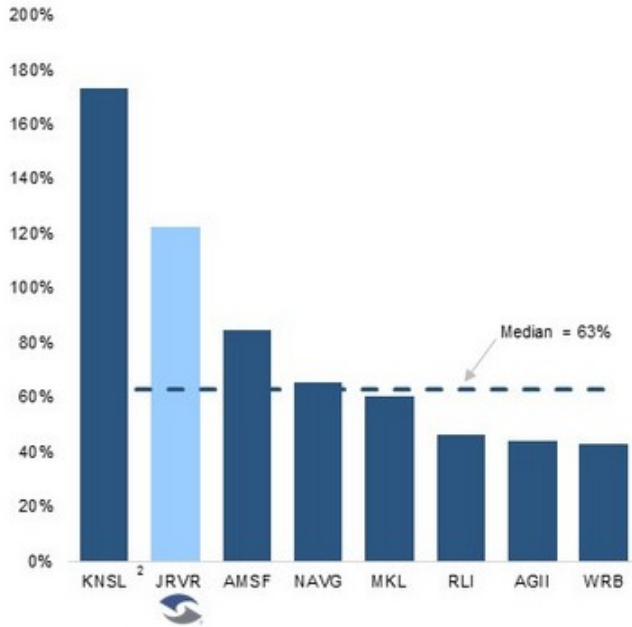
² Peer Group: Amersafe Inc., Argo Group International Holdings, Ltd., Kinsale Capital Group Inc., Markel Corp., Navigators Group Inc., RLI Corp. and W. R. Berkley Corp.

Source: SNL Financial, company filings

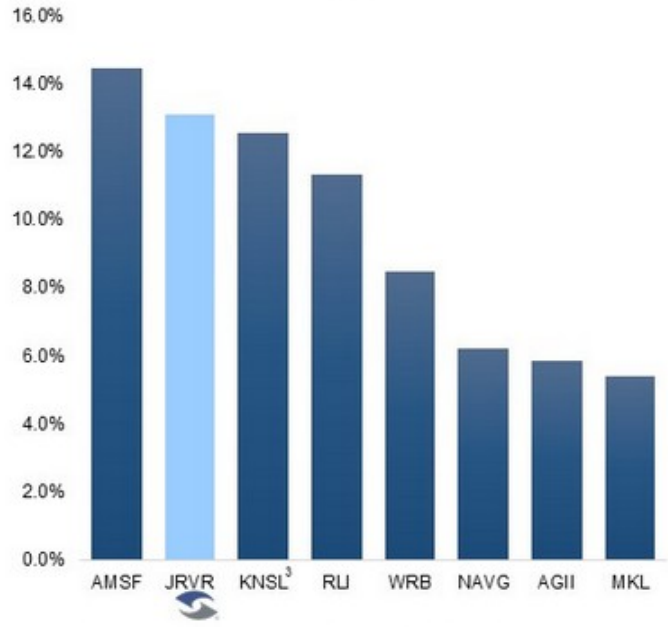
Leading Value Creation

We have delivered best in class shareholder returns since becoming a public company

Total Shareholder Return Since JRVR IPO¹



3 Year Avg Operating ROATE

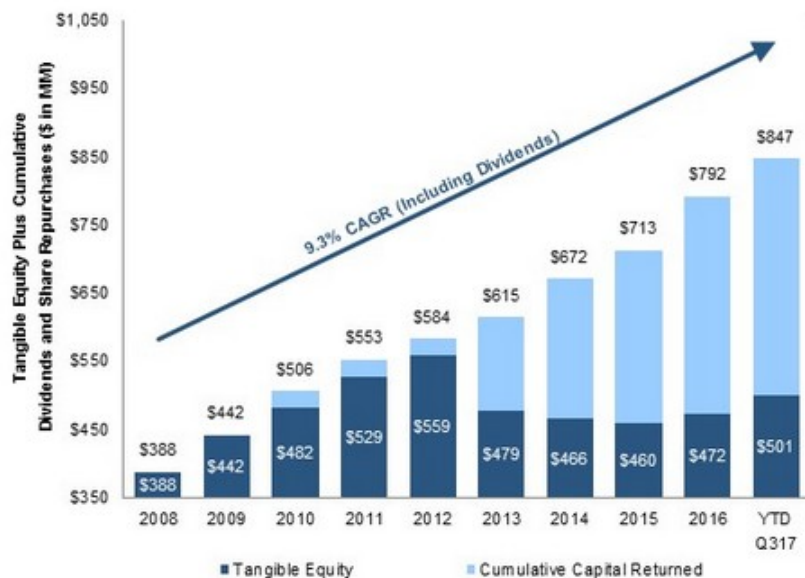


1. Shareholder return represents the dividend-adjusted share price appreciation from James River's initial public offering date of December 12, 2014 until November 2, 2017.
2. KNSL's total shareholder return is calculated since its July 27, 2016 initial public offering.
3. KNSL data is 2 Year Avg Operating ROATE.

Source: SNL Financial, company filings

Capital Management Maximizes Shareholder Value

Capital Management History



- Compound annual growth rate in tangible book value per share, inclusive of dividends, of 9.0% since 2014 IPO
- \$346 million of capital returned since 2008
- \$140 of capital returned to shareholders since December 2014 IPO, or 30.0% of tangible book value at that time
- Last twelve month dividend yield of 6.2%¹

1. Calculated as dividends paid over last 4 quarters of \$2.55 divided by November 2, 2017 closing share price of \$41.19.

Source: Company filings



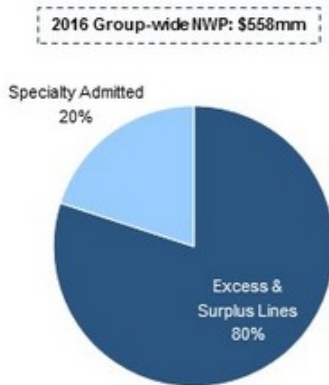
Franchise



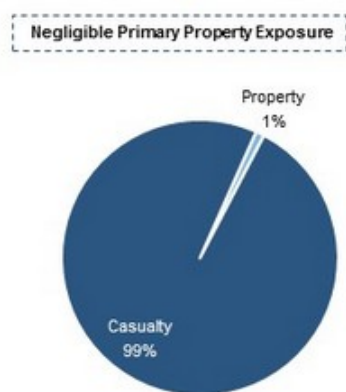
Franchise Overview

- We are a specialty, low volatility underwriting company with a proven history of generating consistent profits
- Our area of focus is small and medium sized commercial account Excess & Surplus Lines casualty business with \$1 million per occurrence limits and \$20,000 average account premiums
- We expect to deliver 12% or better operating returns on tangible equity for the 2017 fiscal year and a combined ratio of 94% to 97%
- 2016 result: 14.6% OROATE; 2017 annualized result through 3Q: 11.8% OROATE

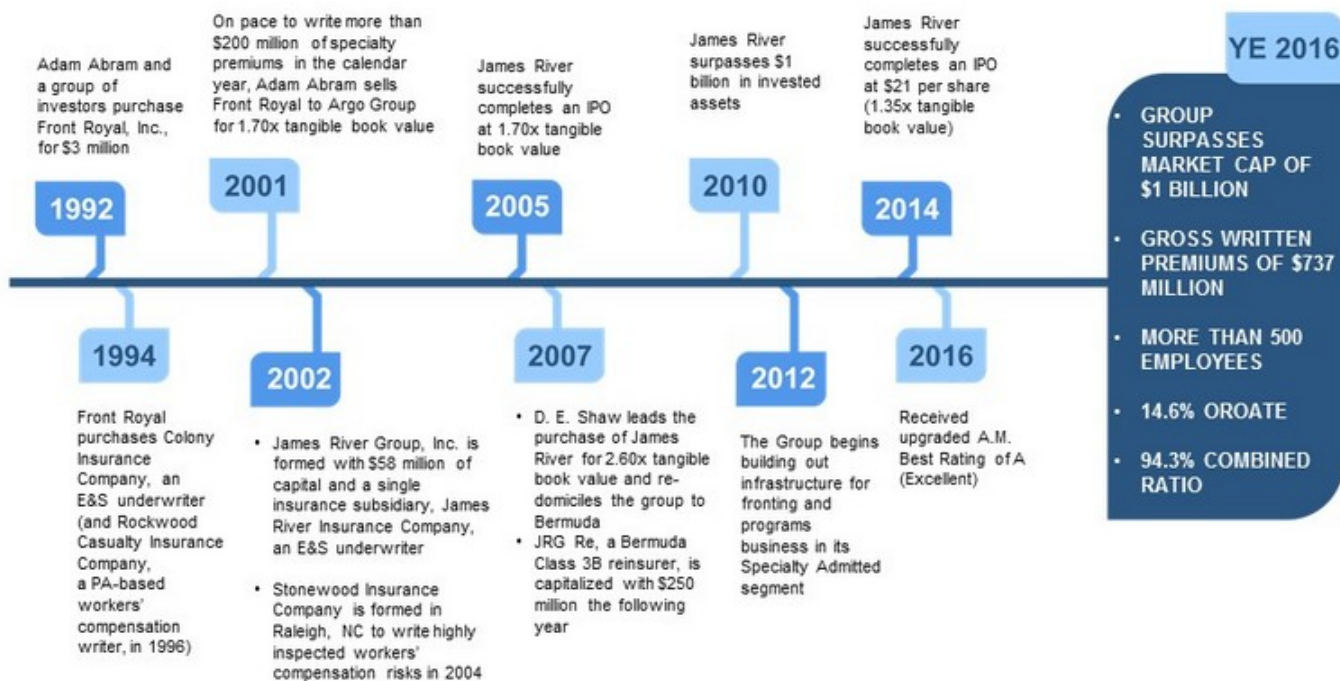
2016 Group-wide Net Written Premiums by Type



2016 Group-wide Net Written Premiums by Coverage



Our Specialty Market History



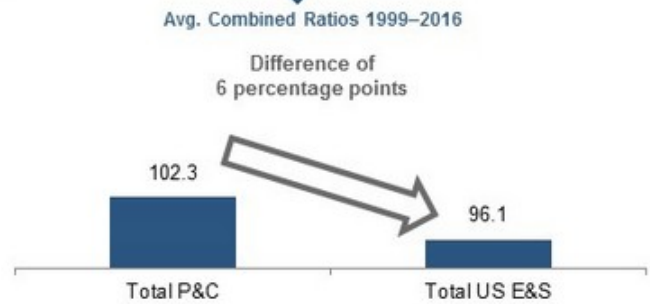
E&S Focus | Profitable, niche specialty underwriting

- Our business is heavily concentrated in E&S Casualty (80% of premium).
- E&S is the most profitable part of the property/casualty market and has been gaining market share.

E&S segment GWP grew by 20% during 2016 and 39% during 2017 YTD Q3 compared to the same prior year period.

Source: A.M. Best data and research, SNL.

Profitability of E&S vs. Total P&C Industry



E&S Gaining Share of P&C Insurance Market





Operating Segments

Segment Review

E&S Segment

- E&S business underwritten by specialists in 13 divisions organized by product or industry segment
- 81.5% average combined ratio from 2010-2016
- Focus on small and medium-sized commercial accounts; 96% casualty and no primary property
- Distributes through 120+ broker groups
- Fee income of \$10.1M in 2016 and \$12.0M YTD Q3 2017, an increase of 68% over YTD Q3 2016

PROFITABLE SPECIALTY UNDERWRITING

Specialty Admitted Segment

- Specialty admitted insurance coverages in the US, including a growing fee income business
- Segment comprised of:
 - Core book of workers' compensation in five southeastern states
 - Fee-based fronting business
- Gross fee income of \$4.2M in 2016 and \$7.8M for YTD Q3 2017, an increase of 213% over YTD Q3 2016

A FOCUS ON FEE INCOME

Casualty Reinsurance Segment

- Third-party proportional and working-layer excess casualty business focused on small and medium U.S. specialty lines.
- Three largest contracts written in 2016 were ceded from E&S carriers.
- At December 31, 2016, 98% of third party treaties were written as quota share arrangements and 86% contained loss mitigation features (example: sliding scale commissions or deficit carryforwards).

LOW VOLATILITY UNDERWRITING

Attractive Growth in Gross Written Premium

Growth driven by new economy risks, core E&S growth, and expansion of fronting business

(\$ in Millions)

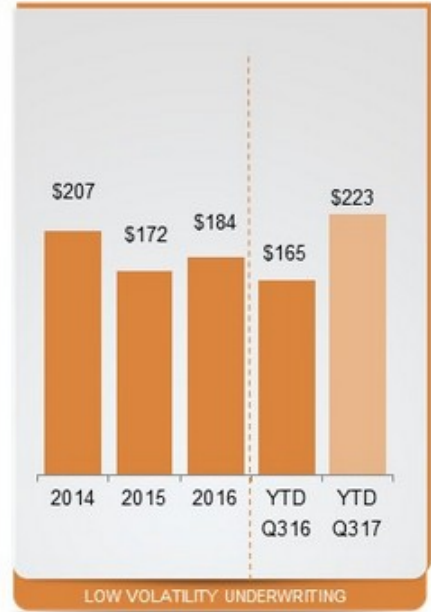
E&S Segment



Specialty Admitted Segment



Casualty Reinsurance Segment



1 Gross Written Premium.
2 Net Written Premium.



Financial Highlights

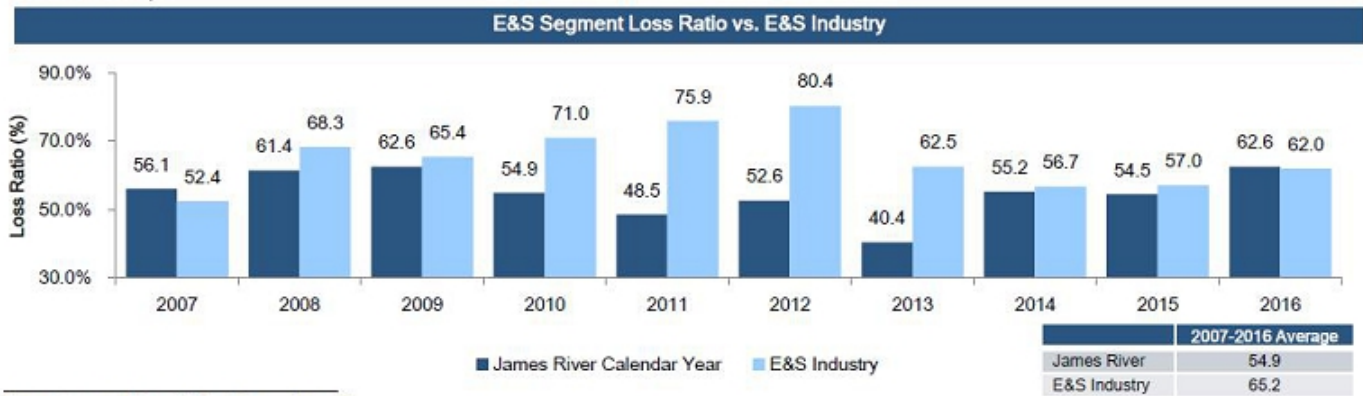
Broad risk appetite permits us to 'pick our spots'

Each Excess & Surplus lines policy is underwritten by in-house specialists with deep technical expertise across 13 underwriting divisions

Division	Lead U/W Years of Industry Experience	Gross Written Premiums			Description
		YTD Ended Sept. 30, 2017	Year Ended Dec 31, 2016	Year Ended Dec 31, 2015	
Commercial Auto	29	\$175.6	\$110.1	\$73.8	Hired / non-owned auto, ride share
Manufacturers & Contractors (MC)	33	66.3	83.3	78.3	Products liability & completed operations exposure
Excess Casualty	33	33.3	43.6	32.5	Following form excess on risks similar to GC and MC
General Casualty (GC)	29	27.7	36.9	31.0	Premises ops (e.g., apartments, offices & restaurants)
Energy	45	23.1	29.7	30.6	Oil & gas contractors, mining, alternative energy & utilities
Allied Health	23	16.6	14.4	13.5	Long-term care, outplacement facilities & social services
Excess Property	31	11.3	14.1	12.5	CAT-exposed excess property > 1/100 year return period
Life Sciences	33	9.5	11.1	8.9	Nutrition products, medical devices and human clinical trials
Environmental	45	6.7	5.3	4.4	Environmental contractors and consultants
Small Business	29	8.3	9.1	6.9	Small accounts similar to GC and MC
Professional Liability	23	5.0	8.4	10.0	E&O for non-medical professionals (lawyers, architects, engineers)
Sports & Entertainment	29	2.1	2.2	2.7	Amusement parks, campgrounds, arenas
Medical Professional	23	1.8	2.7	3.6	Non-standard physicians and dentists
Total		\$387.4	\$370.8	\$308.7	

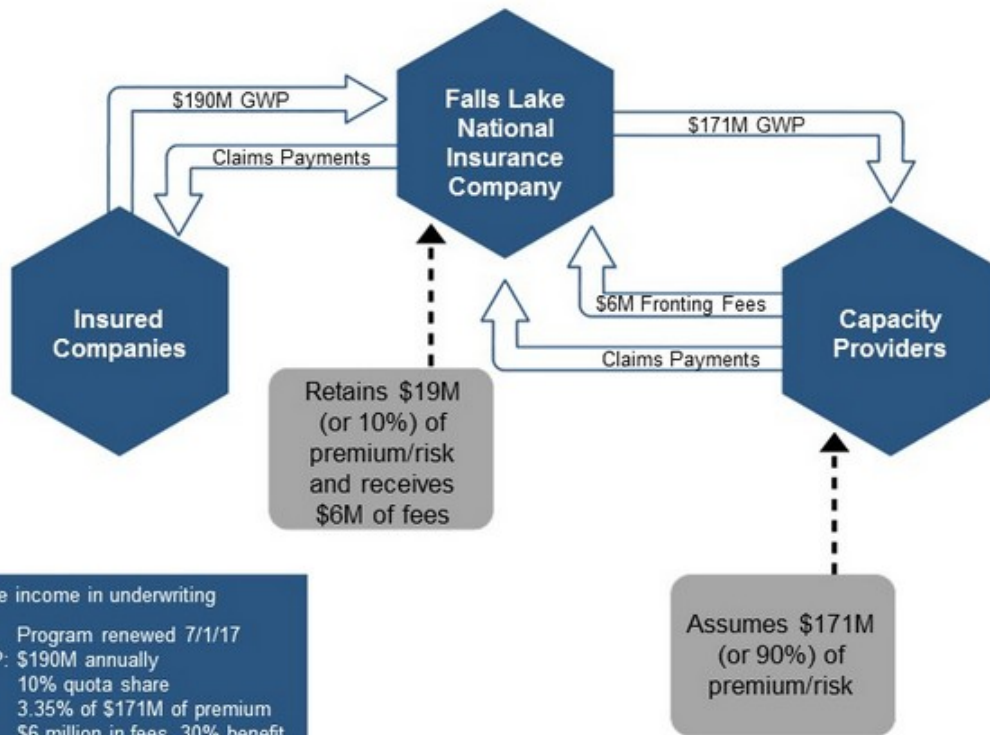
Demonstrated underwriting discipline

We have proven our willingness to expand and contract when market conditions dictate, and have a strong track record of profitable underwriting



A Growing Fee Business

Fee income example



The effect of fee income in underwriting

Example: Program renewed 7/1/17
 Expected GWP: \$190M annually
 Retention: 10% quota share
 Fee: 3.35% of \$171M of premium
 Result: \$6 million in fees, 30% benefit

Prudent Reserving Philosophy

Net Prior Year Reserve Development

(\$ in Millions)

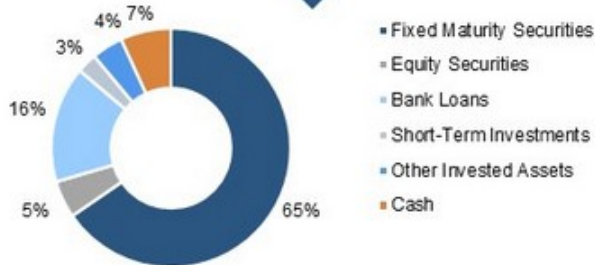


Commentary

- Over \$150 million of net favorable reserve development since 2008
- As of December 31, 2016, 66.9% of net reserves were attributable to IBNR
- Full internal reserve reviews performed quarterly, external reserve reviews performed during Q3 and Q4

Traditional investment approach augmented by higher yielding alternatives

Investment Portfolio (as of September 30, 2017)



Total Cash and Investments: \$1,560M

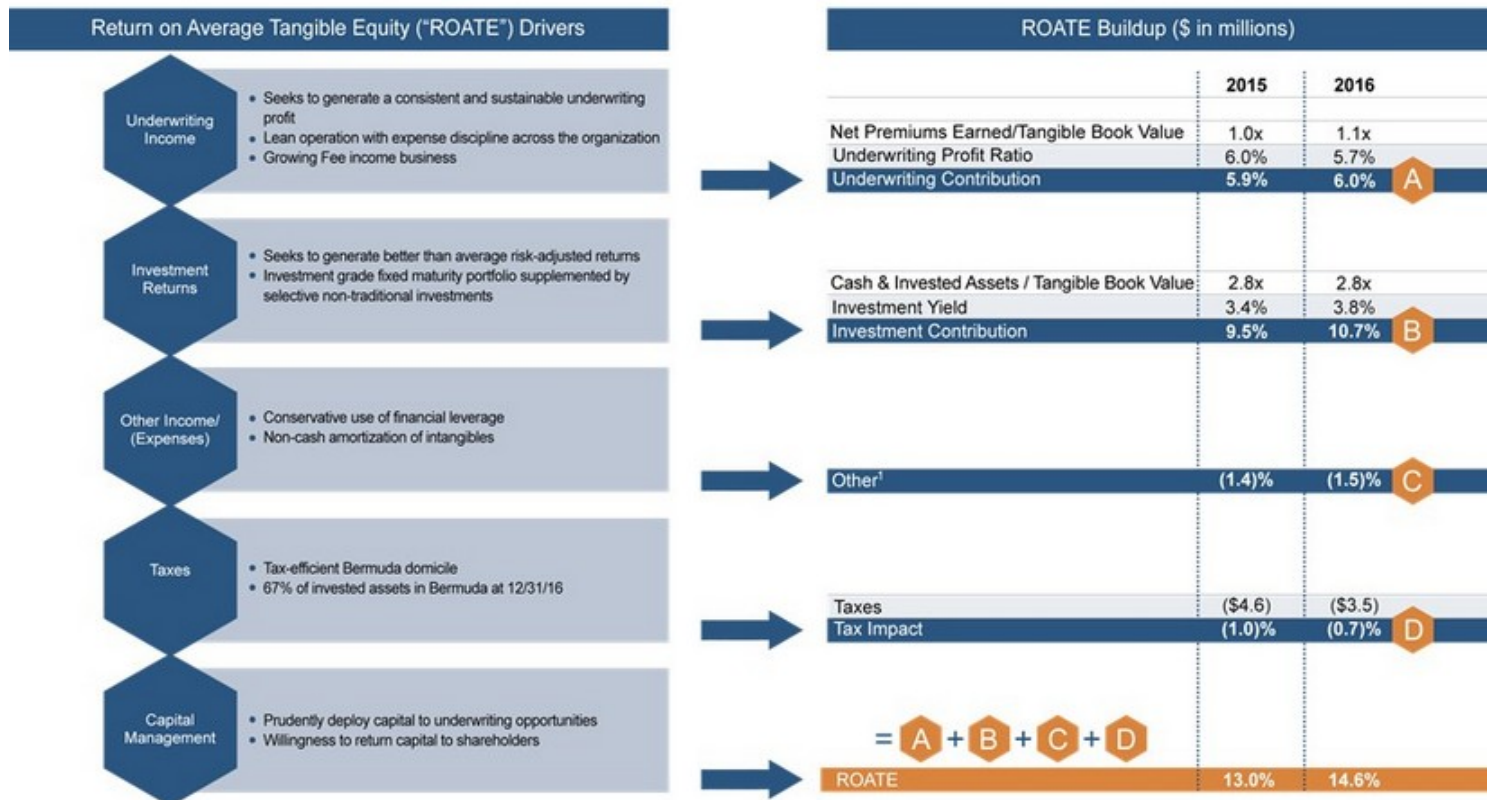
Net Investment Yield



Commentary

- Our investment portfolio consists of investment grade fixed maturity securities, selectively supplemented by non-traditional investments
- Examples of non-traditional investments we have made include:
 - Participations in floating rate syndicated bank loans, generally senior secured loans with an average credit rating¹ of "B";
 - Equity and debt investments in renewable energy project limited partnerships;
 - Investment in a limited partnership that invests in the equity tranches of collateralized loan obligations (CLOs)
- Weighted average credit rating¹: A
- Negligible exposure to equity markets or correlated equity market exposure

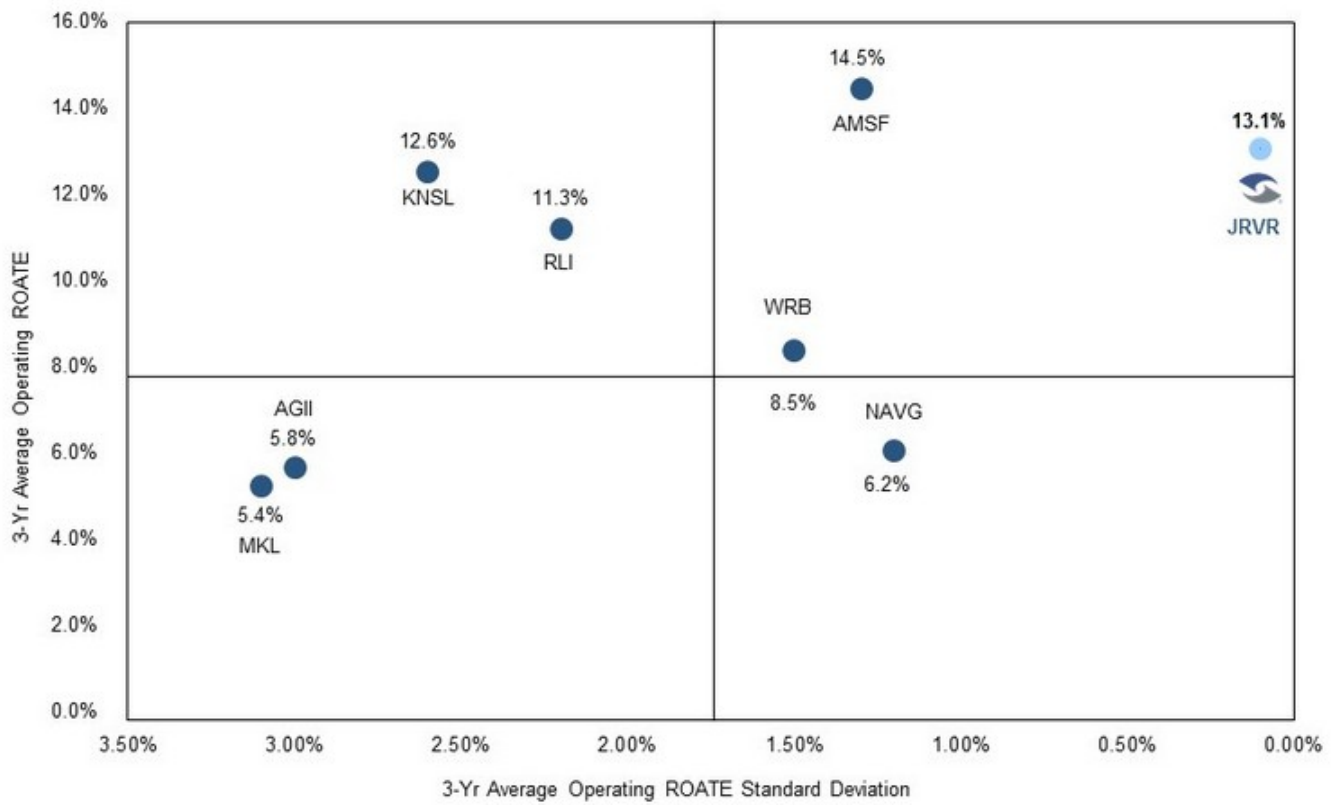
Composition of Operating Return on Average Tangible Equity



¹ Includes interest expense, amortization of intangibles and other income.

Consistent Top Tier Returns

Extremely attractive risk reward proposition



Source: SNL Financia
Data as of September 30, 2017



Appendix

James River Group Key Metrics

● Exchange/Ticker	NASDAQ / “JRVR”
● Initial Public Offering	\$21.00 (December 12, 2014)
● Current Share Price	\$41.19 (Closing Price November 2, 2017)
● Market Capitalization	\$1.2 billion (November 2, 2017 market close)
● LTM Dividend / Yield	\$2.55 per share declared 6.2% yield ¹
● Gross Written Premium	\$737 million in 2016
● Total Capitalization	\$913 million as of September 30, 2017
● AM Best Rating	‘A’ (Excellent)
● Analyst Coverage and Rating ²	Dowling (Neutral) – Aaron Woomer FBR (Outperform) – Randy Binner JMP (Outperform) – Matthew Carletti KBW (Market Perform) – Meyer Shields SunTrust (Buy) – Mark Hughes UBS (Neutral) – Brian Meredith

1. Based on Q4 2016, Q1 2017, Q2 2017 and Q3 2017 dividends and closing price of \$41.19 on November 2, 2017.
2. As of November 2, 2017.

Non-GAAP Measures Reconciliation

Underwriting Profit (Loss)					
(\$mm)	2014	2015	2016	YTD Q3 '16	YTD Q3 '17
Underwriting profit (loss) of the operating segments:					
Excess and Surplus Lines	\$ 35.1	\$ 47.6	\$ 47.2	\$ 31.4	\$ 30.5
Specialty Admitted Insurance	0.0	1.1	2.9	1.3	2.2
Casualty Reinsurance	0.7	(2.6)	(0.2)	0.7	(3.8)
Total underwriting profit of operating segments	35.8	46.1	49.9	33.4	28.9
Operating expenses of Corporate segment	(9.1)	(18.5)	(20.4)	(15.6)	(19.1)
Underwriting profit	26.7	27.6	29.5	17.8	9.8
Net investment income	43.0	44.8	52.6	38.6	45.3
Net realized investment (losses) gains	(1.3)	(4.5)	7.6	2.4	1.2
Other income and expenses	(15.8)	(0.5)	(1.3)	0.2	(0.1)
Interest expense	(6.3)	(7.0)	(8.5)	(6.4)	(6.7)
Amortization of intangible assets	(0.6)	(0.6)	(0.6)	(0.4)	(0.4)
Impairment of intangible assets	-	-	-	-	-
Income before taxes	\$ 45.6	\$ 59.8	\$ 79.3	\$ 52.2	\$ 49.1

Non-GAAP Measures Reconciliation

Non-GAAP Reconciliation										
(\$mm)										
Adj. Net Operating Income	2014	2015	2016	YTD Q3 2016	YTD Q3 2017					
Income as reported	\$ 44.7	\$ 53.5	\$ 74.5	\$ 48.8	\$ 43.3					
Net realized inv. (gains) losses	(0.9)	4.1	(5.2)	(1.5)	(1.0)					
Initial public offering costs	13.2	-	-	-	-					
Dividend withholding taxes	-	2.5	-	-	-					
Other expenses	1.0	0.6	1.1	0.1	0.4					
Interest expense	0.4	0.4	0.9	0.7	0.6					
Adjusted net operating income	\$ 58.4	\$ 61.1	\$ 71.3	\$ 48.1	\$ 43.3					

Tangible Equity	2008	2009	2010	2011	2012	2013	2014	2015	2016	YTD Q3 '16	YTD Q3 '17
Shareholders' equity	\$ 677.8	\$ 724.7	\$ 714.2	\$ 762.4	\$ 784.0	\$ 701.5	\$ 687.9	\$ 681.0	\$ 693.2	\$ 745.8	\$ 721.0
Goodwill & intangible assets	(289.7)	(282.4)	(232.7)	(233.8)	(225.0)	(222.6)	(222.0)	(221.4)	(220.8)	(220.9)	(220.3)
Tangible equity	\$ 388.0	\$ 442.3	\$ 481.5	\$ 528.5	\$ 559.0	\$ 478.9	\$ 466.0	\$ 459.7	\$ 472.5	\$ 524.9	\$ 500.7
Shares Outstanding (000's)	35,718	35,718	35,718	35,718	36,030	28,540	28,540	28,942	29,258	29,116	29,584
Tangible Equity per Share	\$ 10.86	\$ 12.38	\$ 13.48	\$ 14.80	\$ 15.52	\$ 16.78	\$ 16.33	\$ 15.88	\$ 16.15	\$ 18.03	\$ 16.92

Note: In the Tangible Equity Table, 2008 to 2013 shares outstanding are retroactively adjusted for 50/1 stock split. Additionally, all amounts are as of December 31 for each period indicated, except Q3 2017 and Q3 2016, which are as of September 30.



JAMES RIVER GROUP HOLDINGS, LTD.

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InvestorRelations@jrgh.net
