

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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

1. Name and Address of Reporting Person* <u>Heinlein Daniel</u> (Last) (First) (Middle) <u>C/O JAMES RIVER GROUP HOLDINGS, LTD.</u> <u>90 PITTS BAY ROAD</u> (Street) <u>PEMBROKE D0 HM 08</u> (City) (State) (Zip)	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres & CEO-Casualty Rein Sgmt</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Shares	08/14/2018		M4	3,815	A	\$21	13,557	D	
Common Shares	08/14/2018		F4	2,508 ⁽¹⁾	D	\$40.94	11,049	D	
Common Shares	08/15/2018		M4	1,250	A	\$18.01	12,299	D	
Common Shares	08/15/2018		F4	740 ⁽²⁾	D	\$41.12	11,559	D	

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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Share Option (Right to Buy)	\$21	08/14/2018		4M		3,815	(3)	12/12/2021	Common Shares	3,815	\$0	0	D	
Share Option (Right to Buy)	\$18.01	08/15/2018		4M		1,250	(4)	12/11/2020	Common Shares	1,250	\$0	0	D	

Explanation of Responses:

- The shares disposed of were withheld by James River Group Holdings, Ltd. for payment of the exercise price and tax liability incident to the exercise of the options on August 14, 2018 referenced in Table II.
- The shares disposed of were withheld by James River Group Holdings, Ltd. for payment of the exercise price and tax liability incident to the exercise of the options on August 15, 2018 referenced in Table II.
- The share option became exercisable on December 12, 2017.
- The share option became exercisable on December 11, 2017.

Remarks:

/s/ Daniel Heinlein 01/09/2019

** 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.