

Dutton Stephen C.
Form 5
February 12, 2019

FORM 5

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

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

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Dutton Stephen C.

(Last) (First) (Middle)

C/O KELSO & COMPANY,Â 320
PARK AVENUE, 24TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Third Point Reinsurance Ltd. [TPRE]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

____ Form Filed by One Reporting Person
__X__ 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)
Common Shares	08/01/2018	Â	S4 ⁽¹⁾	95,819 D	\$ 13.688 (2)	6,368,964 I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/02/2018	Â	S4 ⁽¹⁾	152,680 D	\$ 13.5355 (9)	6,368,964 I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/03/2018	Â	S4 ⁽¹⁾	224,519 D	\$ 13.55 (10)	6,368,964 I (3) (4) (5) (6) (7) (8)	By Partnership
	08/06/2018	Â	S4 ⁽¹⁾	239,012 D		6,368,964	

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Common Shares						\$ 13.5328 (11)		I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/07/2018	Â	S4 ⁽¹⁾	6,800	D	\$ 13.5007 (12)	6,368,964	I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/17/2018	Â	S4 ⁽¹⁾	1,000,000	D	\$ 13.15	6,368,964	I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/20/2018	Â	S4 ⁽¹⁾	8,922	D	\$ 13.5	6,368,964	I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/21/2018	Â	S4 ⁽¹⁾	52,861	D	\$ 13.5	6,368,964	I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/22/2018	Â	S4 ⁽¹⁾	80,739	D	\$ 13.5163 (12)	6,368,964	I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/23/2018	Â	S4 ⁽¹⁾	4,200	D	\$ 13.5	6,368,964	I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/24/2018	Â	S4 ⁽¹⁾	122,021	D	\$ 13.5	6,368,964	I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/27/2018	Â	S4 ⁽¹⁾	123,704	D	\$ 13.5016 (12)	6,368,964	I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/28/2018	Â	S4 ⁽¹⁾	19,749	D	\$ 13.5	6,368,964	I (3) (4) (5) (6) (7) (8)	By Partnership
Common Shares	08/31/2018	Â	S4 ⁽¹⁾	1,500,000	D	\$ 13.35	6,368,964	I (3) (4) (5) (6) (7) (8)	By Partnership

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Date	Title Amount or Number		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dutton Stephen C. C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Edgerton Matthew S. C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Kim John K C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Mannix Henry III C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ Howard A. Matlin, Attorney-in-Fact for Stephen C. Dutton	02/12/2019
__Signature of Reporting Person	Date
/s/ Howard A. Matlin, Attorney-in-Fact for Matthew S. Edgerton	02/12/2019
__Signature of Reporting Person	Date
/s/ Howard A. Matlin, Attorney-in-Fact for John K. Kim	02/12/2019
__Signature of Reporting Person	Date
/s/ Howard A. Matlin, Attorney-in-Fact for Henry Mannix III	02/12/2019
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) This Form 5 reports transactions which should have been reported on Form 4 during the previous fiscal year but were inadvertently not reported.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$14.3500, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate

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price within the ranges set forth in this footnote to this Form 5.

- (3) Reflects 5,223,802 common shares held directly by KIA TP Holdings, L.P. ("KIA TP") and 945,846 common shares held directly by KEP TP Holdings, L.P. ("KEP TP").

- (4) Kelso GP VIII (Cayman) Ltd. ("GP VIII LTD") is the general partner of Kelso GP VIII (Cayman), L.P. ("GP VIII LP", and, together with GP VIII LTD and KIA TP, the "KIA Entities"). GP VIII LP is the general partner of KIA TP. KEP VI (Cayman) GP Ltd. ("KEP VI GP LTD", and, together with KEP TP, the "KEP Entities") is the general partner of KEP TP. The KIA Entities and the KEP Entities, due to their common control, could be deemed to beneficially own each of the other's securities. Each of the KIA Entities and the KEP Entities disclaims such beneficial ownership and this report shall not be deemed an admission of beneficial ownership of such securities for any purpose.

- (5) Each of the KIA Entities, due to their common control, could be deemed to beneficially own each other's securities. GP VIII LTD disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VIII LP and KIA TP, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose. GP VIII LP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VIII LTD and KIA TP, except, in the case of KIA TP, to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose.

- (6) KIA TP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VIII LTD and GP VIII LP, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose.

- (7) Each of the KEP Entities, due to their common control, could be deemed to beneficially own each other's securities. KEP VI GP LTD disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP TP, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose. KEP TP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP VI GP LTD, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose.

- (8) Frank T. Nickell, Thomas R. Wall, IV, George E. Matelich, Michael B. Goldberg, David I. Wahrhaftig, Frank K. Bynum, Jr., Philip E. Berney, Frank J. Loverro, James J. Connors, II, Church M. Moore, Stanley de J. Osborne, Christopher L. Collins, A. Lynn Alexander, Stephen C. Dutton, Matthew S. Edgerton, John K. Kim, Henry Mannix III and Howard A. Matlin (the "Kelso Individuals") may be deemed to share beneficial ownership of securities owned of record or beneficially owned by GP VIII LTD, GP VIII LP, KIA TP, KEP VI GP LTD, and KEP TP, by virtue of their status as directors of GP VIII LTD and KEP VI GP LTD, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of the Kelso Individuals is the beneficial owner of these securities for any purpose.

- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$13.6500, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 5.

- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$13.7000, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 5.

- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$13.6250, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 5.

- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$13.5500, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 5.

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Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.