Intrepid Potash, Inc. Form SC 13G/A May 11, 2018

#### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **SCHEDULE 13G/A**

(Amendment No. 1)

**Under the Securities Exchange Act of 1934** 

### **Intrepid Potash, Inc.**

(Name of Issuer)

**Common Stock** 

(Title of Class of Securities)

46121Y102

(CUSIP Number)

May 8, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- x Rule 13d-1(c)
- o Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

CUSIP No. 46121Y	102	13G			
1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) V. PREM WATSA				
2	Check the Appropriate E (a) (b)	Box if a Member of a Group o x			
3	SEC Use Only				
4	Citizenship or Place of Organization CANADIAN				
	5		Sole Voting	g Power	
Number of Shares Beneficially Owned by	6		Shared Vot 10,418,598		
Each Reporting	7		Sole Dispos	sitive Power	
Person With	8		Shared Disp 10,418,598	positive Power	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 10,418,598				
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o				
11	Percent of Class Represe 7.9%	ented by Amount in Row (9)			
12	Type of Reporting Perso IN	n			

CUSIP No. 46121Y	102	13G			
1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) THE ONE ONE ZERO NINE HOLDCO LIMITED				
2	Check the Appropriate B	Check the Appropriate Box if a Member of a Group			
	(a)	0			
	(b)	X			
3	SEC Use Only				
4	Citizenship or Place of Organization ONTARIO, CANADA				
	5		Sole Voting	g Power	
Number of					
Shares	6		Shared Vot		
Beneficially Owned by			10,418,598		
Each	7		Sole Dispos	sitive Power	
Reporting Person With					
Person with	8			positive Power	
			10,418,598		
9	Aggregate Amount Bene 10,418,598	eficially Owned by Each Repo	orting Person		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o				
11	Percent of Class Represented by Amount in Row (9) 7.9%				
12	Type of Reporting Perso	n			

CUSIP No. 46121Y	CUSIP No. 46121Y102		Ţ		
1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) THE SIXTY TWO INVESTMENT COMPANY LIMITED				
2	Check the Appropriate Box if a Member of a Group (a) o (b) x				
3	SEC Use Only				
4	Citizenship or Place of Organization BRITISH COLUMBIA, CANADA				
	5		Sole Voting	g Power	
Number of Shares Beneficially Owned by	6		Shared Vot 10,418,598		
Each Reporting Person With	7		Sole Dispos	sitive Power	
1 CISOH WITH	8		Shared Disp 10,418,598	positive Power	
9	Aggregate Amount Bene 10,418,598	ficially Owned by Each F	Reporting Person		
10	Check Box if the Aggreg	gate Amount in Row (9) E	Excludes Certain Share	es o	
11	Percent of Class Represe 7.9%	ented by Amount in Row	(9)		
12	Type of Reporting Perso	n			

CUSIP No. 46121Y	102	13G			
1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX FINANCIAL HOLDINGS LIMITED				
2	Check the Appropriate E (a) (b)	Sox if a Member of a Group o x			
3	SEC Use Only				
4	Citizenship or Place of C CANADA	Organization			
	5		Sole Voting	g Power	
Number of Shares Beneficially Owned by	6		Shared Vot 10,418,598		
Each Reporting Person With	7		Sole Dispos	sitive Power	
reison with	8		Shared Disp 10,418,598	positive Power	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 10,418,598				
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o				
11	Percent of Class Represe 7.9%	ented by Amount in Row (9)			
12	Type of Reporting Perso CO	n			

Y102		3G			
Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FFHL GROUP LTD.					
Check the Appropriate Box if a Member of a Group (a) o (b) x					
SEC Use Only	SEC Use Only				
Citizenship or Place of Organization CANADA					
5		Sole Voting P	'ower		
6		Shared Voting 9,376,300	g Power		
7		Sole Dispositi	ve Power		
8		Shared Dispos 9,376,300	sitive Power		
Aggregate Amount Beneficially Owned by Each Reporting Person 9,376,300					
Check Box if the Aggreg	gate Amount in Row (9)	Excludes Certain Shares	o		
Percent of Class Represented by Amount in Row (9) 7.2%					
Type of Reporting Person	n				
	Names of Reporting Pers FFHL GROUP LTD.  Check the Appropriate B (a) (b)  SEC Use Only  Citizenship or Place of O CANADA  5  6  7  8  Aggregate Amount Bene 9,376,300  Check Box if the Aggreg Percent of Class Represe 7.2%	Names of Reporting Person/I.R.S. Identification FFHL GROUP LTD.  Check the Appropriate Box if a Member of a Gr (a) o (b) x  SEC Use Only  Citizenship or Place of Organization CANADA  5  6  7  8  Aggregate Amount Beneficially Owned by Each 9,376,300  Check Box if the Aggregate Amount in Row (9) Percent of Class Represented by Amount in Row	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (EFFHL GROUP LTD.  Check the Appropriate Box if a Member of a Group (a) 0 (b) x  SEC Use Only  Citizenship or Place of Organization CANADA  5 Sole Voting P  6 Shared Voting 9,376,300  7 Sole Dispositi  8 Shared Dispositi  8 Shared Disposition 9,376,300  Aggregate Amount Beneficially Owned by Each Reporting Person 9,376,300  Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares Percent of Class Represented by Amount in Row (9) 7.2%	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FFHL GROUP LTD.  Check the Appropriate Box if a Member of a Group (a) 0 (b) x  SEC Use Only  Citizenship or Place of Organization CANADA  5 Sole Voting Power  6 Shared Voting Power  9,376,300  7 Sole Dispositive Power  8 Shared Dispositive Power  9,376,300  Aggregate Amount Beneficially Owned by Each Reporting Person 9,376,300  Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o  Percent of Class Represented by Amount in Row (9) 7.2%	

CUSIP No. 46121Y102		13G				
1	Names of Reporting Pers BRIT LIMITED	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) BRIT LIMITED				
2	Check the Appropriate Box if a Member of a Group (a) o (b) x					
3	SEC Use Only					
4	Citizenship or Place of Organization ENGLAND AND WALES					
	5		Sole Voting	g Power		
Number of Shares Beneficially Owned by	6		Shared Vot 7,500,000	ing Power		
Each Reporting Person With	7		Sole Dispo	sitive Power		
Terson with	8		Shared Dis 7,500,000	positive Power		
9	Aggregate Amount Beneficially Owned by Each Reporting Person 7,500,000					
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o					
11	Percent of Class Represented by Amount in Row (9) 5.7%					
12	Type of Reporting Perso CO	n				

CUSIP No. 46121Y	102	13G			
1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) BRIT INSURANCE HOLDINGS LIMITED				
2	Check the Appropriate B (a) (b)	sox if a Member of a Group o x			
3	SEC Use Only				
4	Citizenship or Place of Organization ENGLAND AND WALES				
	5		Sole Voting	g Power	
Number of Shares Beneficially Owned by	6		Shared Vot. 7,500,000	ing Power	
Each Reporting Person With	7		Sole Dispos	sitive Power	
Terson With	8		Shared Disp 7,500,000	positive Power	
9	Aggregate Amount Bene 7,500,000	eficially Owned by Each Repo	orting Person		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o				
11	Percent of Class Represe 5.7%	ented by Amount in Row (9)			
12	Type of Reporting Perso	n			

CUSIP No. 46121Y1	102	13G			
1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) BRIT SYNDICATES LIMITED				
2	Check the Appropriate E (a) (b)	Box if a Member of a Group o x			
3	SEC Use Only				
4	Citizenship or Place of Organization ENGLAND AND WALES				
	5		Sole Voting	Power	
Number of Shares Beneficially Owned by	6		Shared Voti 6,259,000	ing Power	
Each Reporting Person With	7		Sole Dispos	itive Power	
1 CISOH WITH	8		Shared Disp 6,259,000	positive Power	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 6,259,000				
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o				
11	Percent of Class Represe 4.8%	ented by Amount in Row (9)			
12	Type of Reporting Perso	on			

CUSIP No. 46121Y102				
Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) BRIT REINSURANCE (BERMUDA) LIMITED				
Check the Appropriate B (a) (b)	Box if a Member of a Group o x	ò		
SEC Use Only				
Citizenship or Place of C BERMUDA	Organization			
5		Sole Voting	g Power	
6		Shared Vot 1,241,000	ing Power	
7		Sole Dispos	sitive Power	
8		Shared Disp 1,241,000	positive Power	
Aggregate Amount Beneficially Owned by Each Reporting Person 1,241,000				
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o				
Percent of Class Represe 0.9%	ented by Amount in Row (9	9)		
Type of Reporting Perso CO	n			
	Names of Reporting Person BRIT REINSURANCE  Check the Appropriate E (a) (b)  SEC Use Only  Citizenship or Place of Company BERMUDA  5  6  7  8  Aggregate Amount Benefit,241,000  Check Box if the Aggregate Percent of Class Represe 0.9%  Type of Reporting Person	Names of Reporting Person/I.R.S. Identification No BRIT REINSURANCE (BERMUDA) LIMITED  Check the Appropriate Box if a Member of a Group (a) o (b) x  SEC Use Only  Citizenship or Place of Organization BERMUDA  5  6  7  8  Aggregate Amount Beneficially Owned by Each Rel 1,241,000  Check Box if the Aggregate Amount in Row (9) Experience of Class Represented by Amount in Row (90,9%)  Type of Reporting Person	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons BRIT REINSURANCE (BERMUDA) LIMITED  Check the Appropriate Box if a Member of a Group (a) 0 (b) x  SEC Use Only  Citizenship or Place of Organization BERMUDA  5 Sole Voting 6 Shared Vot 1,241,000 7 Sole Dispos 8 Shared Dispose 8 Shared Dispose 1,241,000  Aggregate Amount Beneficially Owned by Each Reporting Person 1,241,000  Check Box if the Aggregate Amount in Row (9) Excludes Certain Shared Percent of Class Represented by Amount in Row (9) 0.9%  Type of Reporting Person	

CUSIP No. 46121	Y102	13G				
1	Names of Reporting Pers FAIRFAX (US) INC.	on/I.R.S. Identification N	os. of Above Persons (Entities Onl	ly)		
2	Check the Appropriate B (a) (b)	ox if a Member of a Grou o x	p			
3	SEC Use Only	ıly				
4	Citizenship or Place of O DELAWARE	organization				
	5		Sole Voting Power			
Number of Shares Beneficially Dwned by	6		Shared Voting Power 1,876,300			
Each Reporting Person With	7		Sole Dispositive Power			
erson with	8		Shared Dispositive Powe 1,876,300	er		
9	Aggregate Amount Bene 1,876,300	ficially Owned by Each F	eporting Person			
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o					
11	Percent of Class Represe	of Class Represented by Amount in Row (9)				
12	Type of Reporting Person	n				

CUSIP No. 46121Y	102	13G			
1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ODYSSEY US HOLDINGS INC.				
2	Check the Appropriate Box if a Member of a Group				
	(a)	0			
	(b)	X			
3	SEC Use Only				
4	Citizenship or Place of C DELAWARE	Organization			
	5		Sole Voting	g Power	
Number of					
Shares	6		Shared Vot	ing Power	
Beneficially Owned by			1,876,300		
Each	7		Sole Dispos	sitive Power	
Reporting Person With					
	8		Shared Disp 1,876,300	positive Power	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,876,300				
10	Check Box if the Aggreg	gate Amount in Row (9) Ex	cludes Certain Share	es o	
11	Percent of Class Represe	ented by Amount in Row (9	9)		
12	Type of Reporting Perso	n			

CUSIP No. 46121	CUSIP No. 46121Y102		3G		
1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ODYSSEY RE HOLDINGS CORP.				
2	Check the Appropriate B (a) (b)	ox if a Member of a Go o x	roup		
3	SEC Use Only				
4	Citizenship or Place of C DELAWARE	Organization			
	5		Sole Voting	g Power	
Number of Shares Beneficially Owned by	6		Shared Voti 1,876,300	ing Power	
Each Reporting Person With	7		Sole Dispos	sitive Power	
reison with	8		Shared Disp 1,876,300	positive Power	
9	Aggregate Amount Bene 1,876,300	ficially Owned by Each	h Reporting Person		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o				
11	Percent of Class Represe 1.4%	ented by Amount in Ro	w (9)		
12	Type of Reporting Perso CO	n			

CUSIP No. 46121Y102		13	3G		
1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ODYSSEY REINSURANCE COMPANY				
2	Check the Appropriate E (a) (b)	ox if a Member of a Gr o x	oup		
3	SEC Use Only				
4	Citizenship or Place of Organization CONNECTICUT				
	5		Sole Voting	g Power	
Number of Shares Beneficially Owned by	6		Shared Vot 1,876,300	ing Power	
Each Reporting Person With	7		Sole Dispos	sitive Power	
	8		Shared Disj 1,876,300	positive Power	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,876,300				
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o				
11	Percent of Class Represented by Amount in Row (9) 1.4%				
12	Type of Reporting Perso	n			

Explanatory	note
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Pursuant to Rule 13d-2 promulgated under the Act, this Amendment No. 1 to Schedule 13G (this Amendment No. 1) amends and restates the Schedule 13G originally filed with the United States Securities and Exchange Commission on April 3, 2017 by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, FFHL Group Ltd., Brit Limited, Brit Insurance Holdings Limited, Brit Insurance (Gibraltar) PCC Limited, Fairfax (US) Inc., Odyssey US Holdings Inc., Odyssey Re Holdings Corp. and Odyssey Reinsurance Company.

This Amendment No. 1 is being filed by the Reporting Persons (as defined below) in connection with a series of sales of the Shares (as defined below).

Item 1. (a)

Name of Issuer:
Intrepid Potash, Inc.

**Item 1(b)** Address of Issuer s Principal Executive Offices: 707 17th Street, Suite 4200, Denver, Colorado 80202

Item 2. (a) Name of Person Filing:

This statement is being jointly filed by the following persons (collectively, the Reporting Persons ):

- 1. V. Prem Watsa, an individual;
- 2. The One One Zero Nine Holdco Limited ( Holdco ), a corporation incorporated under the laws of Ontario;
- 3. The Sixty Two Investment Company Limited ( Sixty Two ), a corporation incorporated under the laws of British Columbia;
- 4. Fairfax Financial Holdings Limited ( Fairfax ), a corporation incorporated under the laws of Canada;
- 5. FFHL Group Ltd. (FFHL), a corporation incorporated under the laws of Canada;

Item 2(b)

6. England and W	Brit Limited (Brit), a corporation incorporated under the laws of fales;
7. incorporated ur	Brit Insurance Holdings Limited ( Brit Holdings ), a corporation ader the laws of England and Wales;
8. under the laws	Brit Syndicates Limited ( Brit Syndicates ), a company incorporated of England and Wales;
9. continued in Be	Brit Reinsurance (Bermuda) Limited ( Brit Re ), a corporation ermuda;
10. of Delaware;	Fairfax (US) Inc. ( Fairfax US ), a corporation incorporated under the laws
11. the laws of Del	Odyssey US Holdings Inc. ( Odyssey ), a corporation incorporated under aware;
12. under the laws	Odyssey Re Holdings Corp. ( Odyssey Re ), a corporation incorporated of Delaware; and
	Odyssey Reinsurance Company ( Odyssey Reinsurance ), a corporation ader the laws of Connecticut.
The addresses of	of the Reporting Persons are as follows:
1. Toronto, Ontari	Mr. Watsa s business address is 95 Wellington Street West, Suite 800, to M5J 2N7;
2. is 95 Wellingto	The principal business address and principal office address of Holdco n Street West, Suite 800, Toronto, Ontario M5J 2N7;
3.	The principal business address and principal office address of Sixty

Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia V6C 3L2;

4. The principal business address and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;
5. The principal business and principal office address of FFHL is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
6. The principal business address and principal office address of Brit is The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AB, United Kingdom;
7. The principal business address and principal office address of Brit Holdings is The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AB, United Kingdom;
8. The principal business address and principal office address of Brit Syndicates is The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AB, United Kingdom;
9. The principal business address and principal office address of Brit Re is Ground Floor, Chesney House, The Waterfront, 96 Pitts Bay Road, Pembroke, Hamilton HM 08, Bermuda;
10. The principal business and principal office address of Fairfax US is 2850 Lake Vista Drive, Suite 150, Lewisville, Texas 75067;
11. The principal business and principal office address of Odyssey is 300 First Stamford Place, Stamford, Connecticut 06902;
12. The principal business and principal office address of Odyssey Re is 300 First Stamford Place, Stamford, Connecticut 06902; and
13. The principal business address and principal office address of Odyssey Reinsurance is 300 First Stamford Place, Stamford, Connecticut 06902. Citizenship: V. Prem Watsa is a citizen of Canada. Title of Class of Securities: Common Stock

Item 2(c)

Item 2(d)

Item 2(e)

CUSIP Number: 46121Y102

Item 3.	If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:			
	(a)	0	Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);	
	(b)	0	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);	
	(c)	o	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);	
	(d)	O	An Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);	
	(e)	0	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);	
	(f)	0	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);	

(g)	0	A parent holding company or control person, in accordance with
		§240.13d-1(b)(1)(ii)(G);
(h)	0	A savings association as defined in Section 3(b) of the Federal Deposit
		Insurance Act (12 U.S.C. 1813);
(i)	0	A church plan that is excluded from the definition of an investment
		company under section 3(c)(14) of the Investment Company Act of 1940
		(15 U.S.C. 80a-3);
(j)	0	A non-US institution in accordance with § 240.13d-1(b)(1)(ii)(J);
(k)	0	Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

#### Item 4. Ownership.

Based on the most recent information available, the aggregate number and percentage of the shares of common stock (the Shares ) of Intrepid Potash, Inc. that are beneficially owned by each of the Reporting Persons is set forth in boxes 9 and 11 of the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

The number of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 5, 6, 7 and 8, respectively, on the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

Neither the filing of this Schedule 13G nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, Holdco, Sixty Two, Fairfax, FFHL, Brit, Brit Holdings, Brit Syndicates, Brit Re, Fairfax US, Odyssey, Odyssey Re or Odyssey Reinsurance that such person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

#### Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

#### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Certain of the Shares beneficially owned by the Reporting Persons are held by subsidiaries of Fairfax and by the pension plans of certain subsidiaries of Fairfax, which subsidiaries and pension plans have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities. No such interest of a subsidiary or pension plan relates to more than 5% of the class of Shares.

# Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

#### Item 8. Identification and Classification of Members of the Group.

See attached Exhibit No. 1.

#### Item 9. Notice of Dissolution of Group.

Not applicable