

Third Point Reinsurance Ltd.
Form 4
February 13, 2017

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PINE BROOK LVR, L.P.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O PINE BROOK ROAD
PARTNERS, LLC, 60 EAST 42ND
STREET, 50TH FL
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2017

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

NEW YORK, NY 10165

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Shares, par value \$0.10 | 02/09/2017 | | S | V | Amount \$ 11.7519 9,565,031 | D | (1) (2) |

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

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SEC 1474 (9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PINE BROOK LVR, L.P.
C/O PINE BROOK ROAD PARTNERS, LLC
60 EAST 42ND STREET, 50TH FL
NEW YORK, NY 10165

PBRA (CAYMAN) Co
C/O PINE BROOK ROAD PARTNERS LLC
60 EAST 42ND STREET, 50TH FLOOR
NEW YORK, NY 10165

Pine Brook Road Advisors, LP
C/O PINE BROOK ROAD PARTNERS LLC
60 EAST 42ND STREET, 50TH FLOOR
NEW YORK, NY 10165

PBRA, LLC
C/O PINE BROOK ROAD PARTNERS, LLC
60 EAST 42ND STREET, 50TH FLOOR
NEW YORK, NY 10165

NEWMAN HOWARD H
C/O PINE BROOK ROAD PARTNERS LLC
60 EAST 42ND ST, 50TH FLOOR
NEW YORK, NY 10165

Signatures

PINE BROOK LVR, L.P., By: PBRA (CAYMAN) COMPANY, its general partner, By: /s/
Rob Jackowitz, Director

02/13/2017

**Signature of Reporting Person

Date

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| | |
|--|------------|
| PBRA (CAYMAN) COMPANY, By: /s/ Rob Jackowitz, Director | 02/13/2017 |
| <u> </u> **Signature of Reporting Person | Date |
| PINE BROOK ROAD ADVISORS, LP, By: /s/ Robert Jackowitz, Chief Compliance Officer | 02/13/2017 |
| <u> </u> **Signature of Reporting Person | Date |
| PBRA, LLC, By: /s/ Robert Jackowitz, Executive Vice President | 02/13/2017 |
| <u> </u> **Signature of Reporting Person | Date |
| HOWARD H. NEWMAN, By: /s/ Robert Jackowitz, Attorney-in-Fact | 02/13/2017 |
| <u> </u> **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) Represents Common Shares ("Shares") held directly by Pine Brook LVR, L.P.
- PBRA (Cayman) Company ("PBRA Cayman") serves as general partner to Pine Brook LVR, L.P. Pine Brook Road Advisors, LP ("Advisors") serves as investment manager to PBRA Cayman. PBRA, LLC serves as general partner of Advisors. Howard H. Newman ("Mr. Newman") is the sole member of PBRA, LLC. In such capacities, each of PBRA Cayman, Advisors, PBRA, LLC and Mr. Newman may be deemed to indirectly beneficially own Shares held by Pine Brook LVR and disclaims beneficial ownership of all such Shares except to the extent of any indirect pecuniary interest therein.
- (3) This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Persons on February 9, 2017, within a \$1.00 range. The actual prices for these transactions range from \$11.55 to \$11.85, inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares sold at each separate price within the ranges set forth in footnote (3).

Remarks:

Exhibit 99.1 - Power of Attorney (incorporated by reference to Exhibit B to the Schedule 13G filed by Pine Brook Road Advisors)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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