

OXBRIDGE RE HOLDINGS Ltd

Form 4

March 21, 2017

FORM 4**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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Madhu Sanjay

(Last) (First) (Middle)

STRATHVALE HOUSE, 2ND
FLOOR, 90 NORTH CHURCH
STREET, P.O. BOX 469

(Street)

GRAND CAYMAN, E9 KY1-9006

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
OXBRIDGE RE HOLDINGS Ltd
[OXBR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO, President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares				(A) or (D)			See Footnote (1)
			Code V Amount	Price	85,231	I	
Ordinary Shares					40,000	D	

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
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SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Options (right to buy)	\$ 6.06	01/20/2017		A		25,000		(2)	01/20/2027	Ordinary Shares	25,000
Share Options (right to buy)	\$ 6							(2)	01/23/2025	Ordinary Shares	120,000
Share Options (right to buy)	\$ 6							(2)	01/16/2026	Ordinary Shares	25,000
Warrants	\$ 7.5							(3)	05/31/2018	Ordinary Shares	105,000
Warrants	\$ 7.5							(3)	03/31/2019	Ordinary Shares	98,768

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Madhu Sanjay STRATHVALE HOUSE, 2ND FLOOR 90 NORTH CHURCH STREET, P.O. BOX 469 GRAND CAYMAN, E9 KY1-9006	X		CEO, President	

Signatures

/s/ Curt P. Creely, Attorney-in-Fact for Sanjay Madhu

03/20/2017

__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).

Shares indirectly held in the name of Universal Finance and Investments, L.C. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of the reporting person's pecuniary interest in such securities.

(1) These share options vest in increments of 6.25% each on a quarterly basis, commencing on the date granted, and continuing on April 1st, July 1st, October 1st and January 1st of each calendar year, over a four-year period.

(2) Immediately exercisable.

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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