

JAMES RIVER GROUP, INC  
Form DEFA14A  
September 20, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 20, 2007

**James River Group, Inc.**  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other  
Jurisdiction of  
Incorporation)

000-51480  
(Commission  
File Number)

05-0539572  
(I.R.S. Employer  
Identification No.)

300 Meadowmont Village Circle, Suite 333, Chapel Hill, North Carolina 27517  
3/4/3/4/3/4/3/4/3/4/3/4/3/4

(Address of Principal Executive Offices, including Zip code)

(919) 883-4171  
3/4/3/4/3/4/3/4/3/4/3/4/3/4  
(Registrant's Telephone Number, including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 8.01. Other Event.**

On September 20, 2007, the Registrant issued a press release announcing that it has scheduled a record date and a special meeting date for its stockholders to consider and vote on a proposal to adopt the previously announced definitive merger agreement under which a Bermuda-based holding company and member of the D. E. Shaw group, a global investment management firm, would acquire the Company for \$34.50 per share in cash. The special meeting of stockholders will be held on November 6, 2007. All holders of the Company's common stock at the close of business on the record date, September 26, 2007, will be eligible to vote at the special meeting of stockholders. The Company will mail its definitive proxy statement to its stockholders on or about October 3, 2007. A copy of the press release is furnished as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Description of Exhibit

No.

99.1 Press release dated September 20, 2007.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

James River Group, Inc.  
(Registrant)

/s/ Michael T. Oakes

Date: September 20, 2007

By:  
Name: Michael T. Oakes  
Title: Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b><u>Description</u></b>
99.1	Press release dated September 20, 2007.