

OXBRIDGE RE HOLDINGS Ltd  
Form 8-K/A  
February 02, 2016

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

**FORM 8-K/A**  
**(Amendment No. 1)**

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

**Date of Report (Date of earliest event reported): January 16, 2016**

**OXBRIDGE RE HOLDINGS LIMITED**  
**(Exact Name of Registrant as Specified in Charter)**

**Cayman Islands**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-36346**  
**(Commission**  
**File Number)**

**98-1150254**  
**(I.R.S. Employer**  
**Identification No.)**

**Strathvale House, 2<sup>nd</sup> Floor**

**90 North Church Street, Georgetown**

**P.O. Box 469**

**Grand Cayman, Cayman Islands**  
**(Address of Principal Executive Office)**

**KY1-9006**

**(Zip Code)**

**Registrant's telephone number, including area code: (345) 749-7570**

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:

- .. 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))

**Explanatory Note:**

This Form 8-K/A is filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by Oxbridge Re Holdings Limited (the Company ) under Items 5.02 and 9.01 on January 20, 2016 (the Original 8-K ). Amendment No. 1 is being filed solely to correct a typographical error in the Original 8-K relating to director fees (the Original 8-K should have stated that the quarterly fee of non-employee directors was reduced to \$7,500 per quarter rather than \$5,000).

**Item 5.02 Compensatory Arrangements of Certain Officers**

On January 16, 2015, our Board of Directors granted cash bonuses and the issuance of options to purchase ordinary shares to our two executive officers under grant agreements made under our 2014 Omnibus Incentive Plan. Jay Madhu, our President and Chief Executive Officer, was granted a cash bonus of \$50,000 and options to purchase an aggregate of 25,000 ordinary shares. Wrendon Timothy, our Financial Controller, was granted a cash bonus of \$30,000 and options to purchase an aggregate of 10,000 ordinary shares. The stock options are subject to forfeiture upon termination of employment (subject to certain post-termination windows to exercise vested stock options) and restrictions on transfer. The options will vest in increments of 6.25% each on a quarterly basis over a four-year period, and will expire on the 10<sup>th</sup> anniversary of the date of grant unless earlier exercised or earlier terminated due to termination of employment. The options were granted at an exercise price of \$6.00 (US) per ordinary share. Also, our Board of Directors approved the increase of Wrendon Timothy s base salary from \$110,000 to \$120,000 per annum and the decrease of quarterly fees paid to non-employee directors from \$10,000 per quarter to \$7,500 per quarter.

**Item 9.01 Financial Statements and Exhibits.**

See the Exhibit Index set forth below for a list of exhibits included with this Form 8-K.

**SIGNATURES**

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.

**OXBRIDGE RE HOLDINGS LIMITED**

/s/ Wrendon Timothy  
Wrendon Timothy  
Financial Controller and Secretary  
(Principal Accounting Officer and Principal Financial  
Officer)

Date: February 2, 2016

**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

10.2 Form of Stock Option Agreement under Oxbridge Re Holdings Limited 2014 Omnibus Incentive Plan  
*((Incorporated herein by reference to Exhibit 10.2 to the Form 8-K filed on January 28, 2015))*