

KIA TP Holdings, L.P.
 Form 5
 February 12, 2019

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 KIA TP Holdings, L.P.

(Last) (First) (Middle)

C/O KELSO & COMPANY, 320
 PARK AVENUE, 24TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Shares | 08/01/2018 | ^ | S4 ⁽¹⁾ | D | \$ 13.688 (2) | 5,392,561 | D ⁽³⁾ ⁽⁴⁾ <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> ^ |
| Common Shares | 08/01/2018 | ^ | S4 ⁽¹⁾ | D | \$ 13.688 (2) | 976,403 | D ⁽⁴⁾ ⁽⁵⁾ <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> ^ |
| Common Shares | 08/02/2018 | ^ | S4 ⁽¹⁾ | D | \$ 13.5355 | 5,392,561 | D ⁽³⁾ ⁽⁴⁾ <u>(5)</u> <u>(6)</u> <u>(7)</u> ^ |

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| | | | | | | | | | |
|---------------|------------|---|-------------------|---------|---|------------------------------|-----------|--|---|
| Common Shares | 08/02/2018 | Â | S4 ⁽¹⁾ | 23,407 | D | \$ <u>(10)</u> 13.5355 | 976,403 | D ^{(4) (5)} <u>(6) (7) (8)</u> <u>(9)</u> | Â |
| Common Shares | 08/03/2018 | Â | S4 ⁽¹⁾ | 190,107 | D | \$ 13.55 <u>(11)</u> | 5,392,561 | D ^{(3) (4)} <u>(5) (6) (7)</u> <u>(8)</u> | Â |
| Common Shares | 08/03/2018 | Â | S4 ⁽¹⁾ | 34,422 | D | \$ 13.55 <u>(11)</u> | 976,403 | D ^{(4) (5)} <u>(6) (7) (8)</u> <u>(9)</u> | Â |
| Common Shares | 08/06/2018 | Â | S4 ⁽¹⁾ | 202,370 | D | \$ <u>(12)</u> 13.5328 | 5,392,561 | D ^{(3) (4)} <u>(5) (6) (7)</u> <u>(8)</u> | Â |
| Common Shares | 08/06/2018 | Â | S4 ⁽¹⁾ | 36,642 | D | \$ <u>(12)</u> 13.5328 | 976,403 | D ^{(4) (5)} <u>(6) (7) (8)</u> <u>(9)</u> | Â |
| Common Shares | 08/07/2018 | Â | S4 ⁽¹⁾ | 5,758 | D | \$ <u>(13)</u> 13.5007 | 5,392,561 | D ^{(3) (4)} <u>(5) (6) (7)</u> <u>(8)</u> | Â |
| Common Shares | 08/07/2018 | Â | S4 ⁽¹⁾ | 1,042 | D | \$ <u>(13)</u> 13.5007 | 976,403 | D ^{(4) (5)} <u>(6) (7) (8)</u> <u>(9)</u> | Â |
| Common Shares | 08/17/2018 | Â | S4 ⁽¹⁾ | 846,693 | D | \$ 13.15 | 5,392,561 | D ^{(3) (4)} <u>(5) (6) (7)</u> <u>(8)</u> | Â |
| Common Shares | 08/17/2018 | Â | S4 ⁽¹⁾ | 153,307 | D | \$ 13.15 | 976,403 | D ^{(4) (5)} <u>(6) (7) (8)</u> <u>(9)</u> | Â |
| Common Shares | 08/20/2018 | Â | S4 ⁽¹⁾ | 7,554 | D | \$ 13.5 | 5,392,561 | D ^{(3) (4)} <u>(5) (6) (7)</u> <u>(8)</u> | Â |
| Common Shares | 08/20/2018 | Â | S4 ⁽¹⁾ | 1,368 | D | \$ 13.5 | 976,403 | D ^{(4) (5)} <u>(6) (7) (8)</u> <u>(9)</u> | Â |
| Common Shares | 08/21/2018 | Â | S4 ⁽¹⁾ | 44,757 | D | \$ 13.5 | 5,392,561 | D ^{(3) (4)} <u>(5) (6) (7)</u> <u>(8)</u> | Â |
| Common Shares | 08/21/2018 | Â | S4 ⁽¹⁾ | 8,104 | D | \$ 13.5 | 976,403 | D ^{(4) (5)} <u>(6) (7) (8)</u> <u>(9)</u> | Â |
| Common Shares | 08/22/2018 | Â | S4 ⁽¹⁾ | 68,362 | D | \$ <u>(13)</u> 13.5163 | 5,392,561 | D ^{(3) (4)} <u>(5) (6) (7)</u> <u>(8)</u> | Â |

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| | | | | | | | | | |
|---------------|------------|---|-------------------|-----------|---|--------------------|-----------|--|---|
| Common Shares | 08/22/2018 | Â | S4 ⁽¹⁾ | 12,377 | D | \$ 13.5163 (13) | 976,403 | D ^{(4) (5)} ^{(6) (7) (8)} ₍₉₎ | Â |
| Common Shares | 08/23/2018 | Â | S4 ⁽¹⁾ | 3,556 | D | \$ 13.5 | 5,392,561 | D ^{(3) (4)} ^{(5) (6) (7)} ₍₈₎ | Â |
| Common Shares | 08/23/2018 | Â | S4 ⁽¹⁾ | 644 | D | \$ 13.5 | 976,403 | D ^{(4) (5)} ^{(6) (7) (8)} ₍₉₎ | Â |
| Common Shares | 08/24/2018 | Â | S4 ⁽¹⁾ | 103,314 | D | \$ 13.5 | 5,392,561 | D ^{(3) (4)} ^{(5) (6) (7)} ₍₈₎ | Â |
| Common Shares | 08/24/2018 | Â | S4 ⁽¹⁾ | 18,707 | D | \$ 13.5 | 976,403 | D ^{(4) (5)} ^{(6) (7) (8)} ₍₉₎ | Â |
| Common Shares | 08/27/2018 | Â | S4 ⁽¹⁾ | 104,739 | D | \$ 13.5016 (13) | 5,392,561 | D ^{(3) (4)} ^{(5) (6) (7)} ₍₈₎ | Â |
| Common Shares | 08/27/2018 | Â | S4 ⁽¹⁾ | 18,965 | D | \$ 13.5016 (13) | 945,846 | D ^{(4) (5)} ^{(6) (7) (8)} ₍₉₎ | Â |
| Common Shares | 08/28/2018 | Â | S4 ⁽¹⁾ | 16,721 | D | \$ 13.5 | 5,392,561 | D ^{(3) (4)} ^{(5) (6) (7)} ₍₈₎ | Â |
| Common Shares | 08/28/2018 | Â | S4 ⁽¹⁾ | 3,028 | D | \$ 13.5 | 976,403 | D ^{(4) (5)} ^{(6) (7) (8)} ₍₉₎ | Â |
| Common Shares | 08/31/2018 | Â | S4 ⁽¹⁾ | 1,270,040 | D | \$ 13.35 | 5,392,561 | D ^{(3) (4)} ^{(5) (6) (7)} ₍₈₎ | Â |
| Common Shares | 08/31/2018 | Â | S4 ⁽¹⁾ | 229,960 | D | \$ 13.35 | 976,403 | D ^{(4) (5)} ^{(6) (7) (8)} ₍₉₎ | Â |

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 displays a currently valid OMB control number.

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(9-02)

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 | 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. of D Se B O |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------|

(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

| (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----|-----|---------------------|--------------------|-------|--|
|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KIA TP Holdings, L.P. C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| KEP TP Holdings, L.P. C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| KEP VI (Cayman) GP Ltd. C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| Kelso GP VIII (Cayman) Ltd. C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| Kelso GP VIII (Cayman), L.P. C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| NICKELL FRANK T C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| WALL THOMAS R IV C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| MATELICH GEORGE E C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |

GOLDBERG MICHAEL B
 C/O KELSO & COMPANY Â Â X Â Â
 320 PARK AVENUE, 24TH FLOOR
 NEW YORK, NY 10022

WAHRHAFTIG DAVID I
 C/O KELSO & COMPANY Â Â X Â Â
 320 PARK AVENUE, 24TH FLOOR
 NEW YORK, NY 10022

Signatures

| | |
|---|------------|
| KIA TP Holdings, L.P. : By: Kelso GP VIII (Cayman), L.P., its general partner; By: Kelso GP VIII (Cayman) Ltd., its general partner; By: /s/ Howard A. Matlin, Director, Vice President and CFO | 02/12/2019 |
| __Signature of Reporting Person | Date |
| KEP TP Holdings, L.P. : By: KEP VI (Cayman) GP Ltd., its general partner; By: /s/ Howard A. Matlin, Director, Vice President and Treasurer | 02/12/2019 |
| __Signature of Reporting Person | Date |
| KEP VI (Cayman) GP Ltd.: By: /s/ Howard A. Matlin, Director, Vice President and Treasurer | 02/12/2019 |
| __Signature of Reporting Person | Date |
| Kelso GP VIII (Cayman) Ltd.: By: /s/ Howard A. Matlin, Director, Vice President and CFO | 02/12/2019 |
| __Signature of Reporting Person | Date |
| Kelso GP VIII (Cayman), L.P.: By: Kelso GP VIII (Cayman) Ltd., its general partner; By: /s/ Howard A. Matlin, Director, Vice President and CFO | 02/12/2019 |
| __Signature of Reporting Person | Date |
| /s/ Howard A. Matlin, Attorney-in-Fact for Frank T. Nickell | 02/12/2019 |
| __Signature of Reporting Person | Date |
| /s/ Howard A. Matlin, Attorney-in-Fact for Thomas R. Wall, IV | 02/12/2019 |
| __Signature of Reporting Person | Date |
| /s/ Howard A. Matlin, Attorney-in-Fact for George E. Matelich | 02/12/2019 |
| __Signature of Reporting Person | Date |
| /s/ Howard A. Matlin, Attorney-in-Fact for Michael B. Goldberg | 02/12/2019 |
| __Signature of Reporting Person | Date |
| /s/ Howard A. Matlin, Attorney-in-Fact for David I. Wahrhaftig | 02/12/2019 |
| __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) This Form 5 reports transactions which should have been reported on Form 4 during the previous fiscal year but were inadvertently not reported.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$14.3500, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 5.

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(3) Securities held directly by KIA TP Holdings, L.P. ("KIA TP").

Kelso GP VIII (Cayman) Ltd. ("GP VIII LTD") is the general partner of Kelso GP VIII (Cayman), L.P. ("GP VIII LP", and, together with GP VIII LTD and KIA TP, the "KIA Entities"). GP VIII LP is the general partner of KIA TP. KEP VI (Cayman) GP Ltd. ("KEP VI GP LTD", and, together with KEP TP, the "KEP Entities") is the general partner of KEP TP. The KIA Entities and the KEP Entities, due to their common control, could be deemed to beneficially own each of the other's securities. Each of the KIA Entities and the KEP Entities disclaims such beneficial ownership and this report shall not be deemed an admission of beneficial ownership of such securities for any purpose.

(4) Each of the KIA Entities, due to their common control, could be deemed to beneficially own each other's securities. GP VIII LTD disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VIII LP and KIA TP, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose. GP VIII LP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VIII LTD and KIA TP, except, in the case of KIA TP, to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose.

(5) KIA TP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VIII LTD and GP VIII LP, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose.

(6) Each of the KEP Entities, due to their common control, could be deemed to beneficially own each other's securities. KEP VI GP LTD disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP TP, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose. KEP TP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP VI GP LTD, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose.

(7) Frank T. Nickell, Thomas R. Wall, IV, George E. Matelich, Michael B. Goldberg, David I. Wahrhaftig, Frank K. Bynum, Jr., Philip E. Berney, Frank J. Loverro, James J. Connors, II, Church M. Moore, Stanley de J. Osborne, Christopher L. Collins, A. Lynn Alexander, Stephen C. Dutton, Matthew S. Edgerton, John K. Kim, Henry Mannix III and Howard A. Matlin (the "Kelso Individuals") may be deemed to share beneficial ownership of securities owned of record or beneficially owned by GP VIII LTD, GP VIII LP, KIA TP, KEP VI GP LTD, and KEP TP, by virtue of their status as directors of GP VIII LTD and KEP VI GP LTD, but disclaim beneficial ownership of such securities, except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any of the Kelso Individuals is the beneficial owner of these securities for any purpose.

(8) Securities held directly by KEP TP Holdings, L.P. ("KEP TP").

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$13.6500, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 5.

(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$13.7000, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 5.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$13.6250, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 5.

(12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5000 to \$13.5500, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 5.

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Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this I

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