Third Point Reinsurance Ltd.

Form 4

August 12, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Urban Anthony			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	Third Point Reinsurance Ltd. [TPRE] 3. Date of Earliest Transaction	(Check all applicable)		
THE WATERFRONT, CHESNEY HOUSE, 96 PITTS BAY ROAD			(Month/Day/Year) 08/10/2015	Director 10% Owner X Officer (give title Other (specify below) CUO, Third Point Re USA Ltd.		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
PEMBROKE,	D0 HM 08	3		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities or Disposed (Instr. 3, 4	d of (D	<b>)</b> )	5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Shares	08/10/2015		M	19,200	A	\$ 10	87,411 (1)	D	
Common Shares	08/10/2015		S	19,200	D	\$ 14.18 (2)	68,211 <u>(1)</u>	D	
Common Shares	08/11/2015		M	147,358	A	\$ 10	215,569 (1)	D	
Common Shares	08/11/2015		D	147,358	D	\$ 14.12 (3)	68,211 <u>(1)</u>	D	
	08/12/2015		M	11,000	A	\$ 10	79,211 <u>(1)</u>	D	

Common Shares

Common Shares D 11,000 D 13.96 68,211 (1) 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 displays a currently valid OMB control number.

SEC 1474

(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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Lunderlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 10	08/10/2015		M	19,200	<u>(5)</u>	10/28/2021	Common Shares	19,200
Options	\$ 10	08/11/2015		M	147,358	(5)	10/28/2021	Common Shares	147,358
Options	\$ 10	08/12/2015		M	11,000	(5)	10/28/2021	Common Shares	11,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Urban Anthony			CUO,				
THE WATERFRONT, CHESNEY HOUSE			Third Point				
96 PITTS BAY ROAD			Re USA				
PEMBROKE, D0 HM 08			Ltd.				

## **Signatures**

/s/ J. Robert Bredahl, Attorney-in-Fact for Anthony Urban 08/12/2015

\*\*Signature of Reporting Person Date

Reporting Owners 2

## **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) Includes restricted shares
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.21 to \$14.30, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.01 to \$14.18, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.95 to \$14.00, 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.
  - The options are subject to satisfaction of both (i) a service condition and (ii) a performance condition. The service condition will be met as to 20% of the options on each of the first five anniversaries of October 28, 2011, subject to the officer's continued service through such
- (5) date. Once the service condition has been met, the performance condition will be deemed met with respect to a pro-rata portion of the service-vested options determined based on the Company's proportionate achievement of its fund raising target of \$1,000,000,000. As of the date of this filing, the performance condition has been satisfied with respect to all of the options

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.