

Argo Group International Holdings, Ltd.
Form 4
March 17, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
REHNBERG KEVIN JAMES

2. Issuer Name and Ticker or Trading Symbol
Argo Group International Holdings, Ltd. [AGII]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2017

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
President, U.S. Operations

ARGO GROUP INTERNATIONAL HOLDINGS, LTD., 110 PITTS BAY ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PEMBROKE, HM 08, D0

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2017		M		14,108	A	\$ 30.12
Common Stock	03/15/2017		M		14,384	A	\$ 36.71
Common Stock	03/15/2017		M		11,948	A	\$ 43.53
Common Stock	03/15/2017		F		34,136	D	\$ 67.75

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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
Stock Appreciation Rights	\$ 30.12	03/15/2017		M	14,108	<u>(1)</u> 03/15/2020	Common Stock 14,108
Stock Appreciation Rights	\$ 36.71	03/15/2017		M	14,384	<u>(2)</u> 03/14/2021	Common Stock 14,384
Stock Appreciation Rights	\$ 43.53	03/15/2017		M	11,948	<u>(3)</u> 02/25/2022	Common Stock 11,948

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REHNBERG KEVIN JAMES
ARGO GROUP INTERNATIONAL HOLDINGS, LTD.
110 PITTS BAY ROAD
PEMBROKE, HM 08, D0

President, U.S. Operations

Signatures

/s/ Craig S. Comeaux,
attorney-in-fact

03/17/2017

__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).

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- (1) The stock appreciation rights vested in four equal installments, with the first installment on March 15, 2014.
- (2) The stock appreciation rights vest in four equal installments, with the first installment on March 14, 2015.
- (3) The stock appreciation rights vest in four equal installments, with the first installment on February 25, 2016.

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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