

MILLER T MICHAEL
 Form 4
 September 28, 2017

FORM 4 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).

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 *
 MILLER T MICHAEL

2. Issuer Name and Ticker or Trading Symbol
 OneBeacon Insurance Group, Ltd.
 [OB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)
 President & CEO

(Last) (First) (Middle)
 605 HIGHWAY 169 NORTH
 SUITE 800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/28/2017

PLYMOUTH, MN 55441

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

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

(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 Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------|--|---|----------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Shares | 09/28/2017 | | D | | | | | \$ 18.10 | | D | |
| | | | | | | | | (1) | | | |
| Class A Common Shares | 09/28/2017 | | D | | | | | \$ 18.10 | | I | in 401(k) ESOP |
| | | | | | | | | (2) | | | |

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

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SEC 1474 (9-02)

number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MILLER T MICHAEL
605 HIGHWAY 169 NORTH SUITE 800
PLYMOUTH, MN 55441

President & CEO

Signatures

/s/ Sarah A. Kolar,
Attorney-in-Fact

09/28/2017

__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).

- Disposition in connection with the merger (the "Merger") between Intact Acquisition Co. Ltd. and OneBeacon Insurance Group, Ltd. ("OneBeacon"), exempt pursuant to Rule 16b-3, in which each outstanding Class A common share of OneBeacon ("Class A Share") was
- (1) converted into the right to receive an amount in cash equal to \$18.10 per share. Amount includes 96,200 restricted shares, which were converted into the right to receive an amount in cash equal to \$18.10 per share plus any accrued dividends; such cash amount shall continue to be subject to service-based vesting conditions.
 - (2) Disposition in connection with the Merger, exempt pursuant to Rule 16b-3, in which each outstanding Class A Share was converted into the right to receive an amount in cash equal to \$18.10 per share.

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.