

OneBeacon U.S. Holdings, Inc.  
Form 8-K  
November 06, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 6, 2012 (November 6, 2012)**

**ONEBEACON  
INSURANCE GROUP,  
LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**

(State or other jurisdiction of incorporation)

**1-33128**

(Commission File Number)

**98-0503315**

(IRS Employer Identification Number)

**601 Carlson Parkway  
Minnetonka, Minnesota 55305  
(952) 852-2431**

(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive  
offices)

**ONEBEACON U.S.  
HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**333-73012-04**

(Commission File Number)

**52-2272489**

(IRS Employer Identification Number)

**601 Carlson Parkway  
Minnetonka, Minnesota 55305  
(952) 852-2431**

(Address, including zip code, and telephone number,  
including area code, of Registrant's principal  
executive offices)

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure**

In accordance with General Instruction B.2. of Form 8-K, the following information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended. OneBeacon Insurance Group, Ltd. (the Company) and OneBeacon U.S. Holdings, Inc. (the Issuer) disclaim any intention or obligation to update or revise this information.

Attached as Exhibit 99.1 and incorporated herein by reference, is a copy of the Company's press release dated November 6, 2012, announcing that the Issuer intends to commence an offering of senior notes due 2022. The senior notes will be sold pursuant to the Issuer's and the Company's shelf registration statement and the prospectus on file with the Securities and Exchange Commission. The managing underwriters and joint book-running managers for the transaction are Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and HSBC Securities (USA) Inc. The Company intends to use the proceeds of the offering, plus cash on hand and cash from short-term investments, to redeem all of the Issuer's outstanding 5.875% Senior Notes due 2013.

**Item 9.01. Financial Statements and Exhibits**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| 25.3               | The Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939 of the The Bank of New York Mellon Trust Company, N.A. under the OneBeacon U.S. Holdings, Inc. Senior Indenture (hereby incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-174867) originally filed with the Securities and Exchange Commission on June 13, 2011). |
| 99.1               | Press Release dated November 6, 2012.  |

SIGNATURE

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.

ONEBEACON INSURANCE GROUP, LTD.  
ONEBEACON U.S. HOLDINGS, INC.

By: /s/ Paul H. McDonough  
Name: Paul H. McDonough  
Title: Chief Financial Officer

Date: November 6, 2012

**EXHIBIT INDEX**

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