

Global Indemnity plc
Form SC 13G/A
February 12, 2016

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 5)

GLOBAL INDEMNITY PLC
(Name of Issuer)

Class A Ordinary Shares, \$0.0001 par value per share
(Title of Class of Securities)

G39319101
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G39319101

1. Names of Reporting Persons.

Fox Paine International GP, Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

	5.	Sole Voting Power
Number of		0
Shares	6.	Shared Voting Power
Beneficially		7,571,424(1)
by	7.	Sole Dispositive Power
Owned by		0
Such	8.	Shared Dispositive Power
Reporting		4,174,393 (2)
Person		
With:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,571,424(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

43.4%(3)

12. Type of Reporting Person (See Instructions)

CO

(1) Includes 3,438,058 Class A Ordinary Shares and 4,133,366 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share. Shared voting power over 3,397,031 Class A Ordinary Shares is a result of the reporting person being a party to two voting agreements, in which the reporting person has an irrevocable proxy to vote the Class A Ordinary Shares.

(2) Includes 41,027 Class A Ordinary Shares and 4,133,366 Class B Ordinary Shares. Each Class B Ordinary Share is convertible into one Class A Ordinary Share.

(3) Based on: (i) 13,313,751 Class A Ordinary Shares and 4,133,366 Class B Ordinary Shares outstanding as of December 31, 2015 and assuming the conversion of all such Class B Ordinary

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Shares (each of which is convertible into one Class A Ordinary Share), all of which are beneficially owned by a person or persons reporting on this statement on Schedule 13G. Fox Paine International GP, Ltd. beneficially owns: (a) 100% of the Class B Ordinary Shares outstanding; (b) 43.4% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 81.9% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1. Names of Reporting Persons.

Fox Paine & Company, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

	5.	Sole Voting Power
Number of		0
Shares	6.	Shared Voting Power
Beneficially		4,174,393 (1)
by	7.	Sole Dispositive Power
Owned by		0
Such	8.	Shared Dispositive Power
Reporting		4,174,393 (1)
Person		
With:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,174,393(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

23.9%(2)

12. Type of Reporting Person (See Instructions)

OO

(1) Includes 41,027 Class A Ordinary Shares and 4,133,366 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.

(2) Based on: (i) 13,313,751 Class A Ordinary Shares and 4,133,366 Class B Ordinary Shares outstanding as of December 31, 2015 and assuming the conversion of all such Class B Ordinary Shares (each of which is convertible into one Class A Ordinary Share), all of which are beneficially owned by a person or persons reporting on this statement on Schedule 13G. Fox Paine & Company, LLC beneficially owns: (a) 100% of the Class B Ordinary Shares outstanding; (b) 23.9% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 75.7% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1. Names of Reporting Persons.

FP International LPH, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

	5.	Sole Voting Power
Number of		0
Shares		
Beneficially	6.	Shared Voting Power
by		
Owned by		4,174,393(1)
Such	7.	Sole Dispositive Power
Reporting		
Person		0
With:	8.	Shared Dispositive Power
		4,174,393 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,174,393 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

23.9%(2)

12. Type of Reporting Person (See Instructions)

PN

(1) Includes 41,027 Class A Ordinary Shares and 4,133,366 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.

(2) Based on: (i) 13,313,751 Class A Ordinary Shares and 4,133,366 Class B Ordinary Shares outstanding as of December 31, 2015 and assuming the conversion of all such Class B Ordinary Shares (each of which is convertible into one Class A Ordinary Share), all of which are beneficially owned by a person or persons reporting on this statement on Schedule 13G. FP International LPH, L.P. beneficially owns: (a) 100% of the Class B Ordinary Shares outstanding; (b) 23.9% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 75.7% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1. Names of Reporting Persons.

Fox Paine Capital Co-Investors International GP, Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

	5.	Sole Voting Power
Number of		0
Shares	6.	Shared Voting Power
Beneficially		163,885(1)
by	7.	Sole Dispositive Power
Owned by		0
Such	8.	Shared Dispositive Power
Reporting		163,885 (1)
Person		
With:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person

163,885 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.9%(2)

12. Type of Reporting Person (See Instructions)

CO

(1) Includes 23,575 Class A Ordinary Shares and 140,310 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.

(2) Based on: (i) 13,313,751 Class A Ordinary Shares and 4,133,366 Class B Ordinary Shares outstanding as of December 31, 2015 and assuming the conversion of all such Class B Ordinary Shares (each of which is convertible into one Class A Ordinary Share), all of which are beneficially owned by a person or persons reporting on this statement on Schedule 13G. Fox Paine Capital Co-Investors International GP, Ltd. beneficially owns: (a) 3.4% of the Class B Ordinary Shares outstanding; (b) 0.9% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 2.6% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1. Names of Reporting Persons.

Fox Paine Capital Fund II International, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

	5.	Sole Voting Power
Number of		0
Shares		
Beneficially	6.	Shared Voting Power
by		4,010,508(1)
Owned by		
Such	7.	Sole Dispositive Power
Reporting		0
Person		
With:	8.	Shared Dispositive Power

4,010,508 (1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,010,508 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

23.0%(2)

12. Type of Reporting Person (See Instructions)

PN

(1) Includes 17,452 Class A Ordinary Shares and 3,993,056 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.

(2) Based on: (i) 13,313,751 Class A Ordinary Shares and 4,133,366 Class B Ordinary Shares outstanding as of December 31, 2015 and assuming the conversion of all such Class B Ordinary Shares (each of which is convertible into one Class A Ordinary Share), all of which are beneficially owned