

PLATINUM UNDERWRITERS HOLDINGS LTD

Form 4

March 02, 2015

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

OMB APPROVAL

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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 *
PRICE MICHAEL D

(Last) (First) (Middle)

**PLATINUM UNDERWRITERS
HOLDINGS, LTD., WATERLOO
HOUSE, 100 PITTS BAY ROAD**

(Street)

PEMBROKE, D0 HM 08

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**PLATINUM UNDERWRITERS
HOLDINGS LTD [PTP]**3. Date of Earliest Transaction
(Month/Day/Year)
03/02/20154. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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)
Common Shares	03/02/2015		D	Amount (1) 139,837	(A) or (D) D Price \$ 66 (2) (3) 0	D	

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

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information contained in this form are not
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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 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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Market Share Units	(3) (4)	03/02/2015		D	15,681 (1)	(3)(4) (3)(4)	Common Shares	(3) (4) \$ 6
Market Share Units	(3) (5)	03/02/2015		D	27,907 (1)	(3)(5) (3)(5)	Common Shares	(3) (5) \$ 6

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRICE MICHAEL D PLATINUM UNDERWRITERS HOLDINGS, LTD. WATERLOO HOUSE, 100 PITTS BAY ROAD PEMBROKE, D0 HM 08	X President and CEO

Signatures

/s/ Molly E. Gardner,
Attorney-in-fact 03/02/2015

__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).

- Disposed of in connection with the Agreement and Plan of Merger ("Merger Agreement") between the Issuer, RenaissanceRe Holdings Ltd. ("RenaissanceRe") and Port Holdings Ltd., dated as of November 23, 2014.
- Pursuant to the terms of the Merger Agreement, upon closing of the merger, these Common Shares will be cancelled and the holder will receive, per their election, an amount equal to \$66.00 in cash per each Common Share, subject to proration.
- This consideration amount is subject to adjustment due to possible proration calculations provided for in the Merger Agreement. Specifically, the cash election consideration is subject to proration if the un-prorated aggregate share consideration is less than 7,500,000 RenaissanceRe common shares, and the share election consideration is subject to proration if the un-prorated aggregate share consideration is greater than 7,500,000 RenaissanceRe common shares. This proration calculation has not been finalized as of the date of this Form 4 and thus it is not possible to determine the exact amount of consideration to be received by the reporting person as of the date of this Form 4. Once the exact amount of consideration is determined, the reporting person will file an amendment to this Form 4, if

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necessary.

These Market Share Units were granted on July 24, 2013. Pursuant to the terms of the Merger Agreement, upon closing of the merger, these Market Share Units will be cancelled and the holder will receive, per their election, an amount equal to \$66.00 in cash per each

- (4) MSU achieved share (as defined in the Merger Agreement), subject to proration. The MSU achieved shares equaled 1.33 times each Market Share Unit, based on the difference between the average closing prices of the Common Shares for the twenty trading days ending on February 27, 2015 and June 30, 2013.

These Market Share Units were granted on July 23, 2012. Pursuant to the terms of the Merger Agreement, upon closing of the merger, these Market Share Units will be cancelled and the holder will receive, per their election, an amount equal to \$66.00 in cash per each

- (5) MSU achieved share (as defined in the Merger Agreement), subject to proration. The MSU achieved shares equaled 1.5 times each Market Share Unit, based on the difference between the average closing prices of the Common Shares for the twenty trading days ending on February 27, 2015 and June 30, 2012.

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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