

OXBRIDGE RE HOLDINGS Ltd
Form 4
March 21, 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 *
Madhu Sanjay

2. Issuer Name and Ticker or Trading Symbol
OXBRIDGE RE HOLDINGS Ltd
[OXBR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, President

STRATHVALE HOUSE, 2ND FLOOR, 90 NORTH CHURCH STREET, P.O. BOX 469

(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

GRAND CAYMAN, E9 KY1-9006

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Ordinary Shares | | | | | 85,231 | I | See Footnote (1) |
| Ordinary Shares | | | | | 40,000 | D | |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Share Options (right to buy) | \$ 6.06 | 01/20/2017 | | A | 25,000 | (2) | 01/20/2027 | Ordinary Shares | 25,000 |
| Share Options (right to buy) | \$ 6 | | | | | (2) | 01/23/2025 | Ordinary Shares | 120,000 |
| Share Options (right to buy) | \$ 6 | | | | | (2) | 01/16/2026 | Ordinary Shares | 25,000 |
| Warrants | \$ 7.5 | | | | | (3) | 05/31/2018 | Ordinary Shares | 105,000 |
| Warrants | \$ 7.5 | | | | | (3) | 03/31/2019 | Ordinary Shares | 98,768 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Madhu Sanjay STRATHVALE HOUSE, 2ND FLOOR 90 NORTH CHURCH STREET, P.O. BOX 469 GRAND CAYMAN, E9 KY1-9006 | X | | CEO, President | |

Signatures

/s/ Curt P. Creely, Attorney-in-Fact for Sanjay
Madhu

03/20/2017

**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).

Shares indirectly held in the name of Universal Finance and Investments, L.C. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of the reporting person's pecuniary interest in such securities.

(1) These share options vest in increments of 6.25% each on a quarterly basis, commencing on the date granted, and continuing on April 1st, July 1st, October 1st and January 1st of each calendar year, over a four-year period.

(3) Immediately exercisable.

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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