#### SIGNATURE GROUP HOLDINGS, INC.

Form 4

February 09, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287 January 31,

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Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ross Kyle Issuer Symbol SIGNATURE GROUP HOLDINGS. (Check all applicable) INC. [SGGH] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director Other (specify \_X\_\_ Officer (give title (Month/Day/Year) below) 15301 VENTURA BLVD, SUITE 02/06/2015 Executive VP & CFO 400 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SHERMAN OAKS, CA 91403 Person

(State)

(Zip)

(City)

(Chij)	(State)	Table	e I - Non-Do	erivative S	ecuriti	ies Acq	luired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Acc	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	posed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/06/2015		A	20,961 (1)	A	\$0	65,193 (2)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: SIGNATURE GROUP HOLDINGS, INC. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacicisable	Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ross Kyle 15301 VENTURA BLVD SUITE 400 SHERMAN OAKS, CA 91403

Executive VP & CFO

# **Signatures**

/s/ Kyle Ross 02/09/2015

\*\*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).

Shares were granted and issued effective February 6, 2015 ("Grant Date") pursuant to the Amended and Restated Signature Group Holdings, Inc. 2006 Performance Incentive Plan as a discretionary bonus approved by the Board of Directors on February 5, 2015. The number of shares granted reflects the equity portion of Mr. Ross' 2014 bonus compensation and represent an amount of \$137,500 divided by \$6.56, which represents the Board of Directors' determination of fair market value of a share of common stock absent a subscription right, based upon the last sale price of the common stock on the Grant Date. As of the Grant Date, the Company's common stock was trading with an attached subscription right. The shares of restricted stock granted to Mr. Ross do not have attached subscription rights.

(2) Includes 20,961 shares of restricted stock which will vest in three equal installments on the next three anniversary dates of the grant date, ending on February 6, 2018.

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.

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