

SIGNATURE GROUP HOLDINGS, INC.

Form 4

February 09, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Bouchard Craig T

2. Issuer Name and Ticker or Trading Symbol
SIGNATURE GROUP HOLDINGS, INC. [SGGH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1460 GOLDEN GATE PARKWAY, SUITE 103
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2015

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

NAPLES, FL 34105

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/06/2015 | | A | (A) or (D) Amount 26,677 (1) | \$ 0 39,177 (2) | D | |
| Common Stock | | | | | 132,087 | I | By Bouchard 10S LLC (3) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bouchard Craig T 1460 GOLDEN GATE PARKWAY SUITE 103 NAPLES, FL 34105 | X | | CEO | |

Signatures

/s/ Craig T. Bouchard
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. Bouchard's 2014 bonus compensation and represent an amount of \$175,000
- (1) 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. Bouchard do not have attached subscription rights.
 - (2) Includes 26,677 shares of restricted stock which will vest in three installments on the next three anniversary dates of the grant date, ending on February 6, 2018.
 - (3) Bouchard 10S LLC and Mr. Bouchard may be deemed the beneficial owners of the shares of common stock owned by Bouchard 10S LLC, and over which Bouchard 10S LLC has voting and dispositive power, as Mr. Bouchard is the Managing Member of Bouchard 10S LLC.

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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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