

MARSH & MCLENNAN CAPITAL PROFESSIONALS FUND LP
 Form 3
 August 08, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â TRIDENT II L P</p> <p>(Last) (First) (Middle)</p> <p>C/O MAPLES & CALDER, UGLAND HOUSE,Â BOX 309, SOUTH CHURCH STREET</p> <p>(Street)</p> <p>GEORGE TOWN, GRAND CAYMAN, CIÂ</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/08/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>James River Group, INC [JRVR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of	Security	

				Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (6)	Â (7)	Common Stock	16,343 (1)	\$ (8)	D (3)	Â
Series B Convertible Preferred Stock	Â (6)	Â (7)	Common Stock	212,708 (2)	\$ (9)	D (3)	Â
Series A Convertible Preferred Stock	Â (6)	Â (7)	Common Stock	200 (1)	\$ (8)	D (4)	Â
Series B Convertible Preferred Stock	Â (6)	Â (7)	Common Stock	2,512 (2)	\$ (9)	D (4)	Â
Series A Convertible Preferred Stock	Â (6)	Â (7)	Common Stock	457 (1)	\$ (8)	D (5)	Â
Series B Convertible Preferred Stock	Â (6)	Â (7)	Common Stock	5,780 (2)	\$ (9)	D (5)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRIDENT II L P C/O MAPLES & CALDER, UGLAND HOUSE BOX 309, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, CIÂ	Â	Â X	Â	Â
TRIDENT CAPITAL II LP C/O MAPLES & CALDER, UGLAND HOUSE BOX 309, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, CIÂ	Â	Â X	Â	Â
MARSH & MCLENNAN CAPITAL PROFESSIONALS FUND LP C/O MAPLES & CALDER, UGLAND HOUSE BOX 309, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, CIÂ	Â	Â X	Â	Â
MARSH & MCLENNAN EMPLOYEES SECURITIES CO LP C/O MAPLES & CALDER, UGLAND HOUSE BOX 309, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, CIÂ	Â	Â X	Â	Â

Signatures

Trident II, L.P. By: Trident Capital II, L.P., its sole general partner By: CD Trident II, LLC, a general partner By: /s/ David Wermuth, Vice President 08/08/2005

**Signature of Reporting Person

Date

Trident Capital II, L.P. By: CD Trident II, LLC, a general partner By: /s/ David Wermuth, Vice President 08/08/2005

**Signature of Reporting Person

Date

Marsh & McLennan Capital Professionals Fund, L.P. By: Stone Point GP Ltd., its sole general partner By: /s/ David J. Wermuth, Secretary	08/08/2005
**Signature of Reporting Person	Date
Marsh & McLeannan Employees' Securities Company, L.P. By: Stone Point Capital LLC, Attorney-in-Fact By: /s/ David J. Wermuth, Principal	08/08/2005
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Does not reflect accrued and unpaid dividends payable in Common Stock of JRVR or a 10-for-1 stock split to be effective prior to the closing of the issuer's initial public offering.
- (2) Does not reflect accrued and unpaid dividends payable in Common Stock of JRVR or a 10-for-1 stock split to be effective prior to the closing of the issuer's initial public offering.
Represents shares of convertible preferred stock of JRVR held by Trident. Trident GP is the sole general partner of Trident. The general partners of Trident GP are four single member limited liability companies that are owned by individuals who are members of Stone Point Capital LLC, which serves as the investment manager of Trident and CPF. Each of the single member limited liability companies that acts as a general partner of Trident GP disclaims beneficial ownership of shares of JRVR that are, or may be deemed to be, beneficially owned by Trident, other than shares in which they may be deemed to have a pecuniary interest. Trident disclaims beneficial ownership of shares that are, or may be deemed to be, beneficially owned by CPF and ESC.
- (3) Represents shares of convertible preferred stock of JRVR held by CPF. Stone Point GP Ltd., a company owned by certain individuals who are members of Stone Point Capital LLC, is the sole general partner of CPF. CPF disclaims beneficial ownership of shares that are, or may be deemed to be, beneficially owned by Trident and ESC.
Represents shares of convertible preferred stock of JRVR held by ESC. Marsh & McLennan GP I, Inc. a subsidiary of Marsh & McLennan Companies, Inc., is the sole general partner of ESC. ESC disclaims beneficial ownership of shares that are, or may be deemed to be, beneficially owned by Trident and CPF.
- (5) Immediate.
- (6) N/A.
- (8) 2-for-1.
- (9) 1-for-1.

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Remarks:

This filing relates to shares of Common Stock of James River Group, Inc. ("JRVR"). Trident II, L.P. is making this joint filing on Form 3 on its behalf and on behalf of Trident Capital II, L.P. ("McLennan Capital Professionals Fund, L.P." ("CPF")) and Marsh & McLennan Employees' Securities Company. Trident, CPF and ESC have agreed that they will coordinate the timing of the sale of shares of

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.