

James River Group, INC
 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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HRWCP 1 LP		(Month/Day/Year)	James River Group, INC [JRVR]	
(Last)	(First)	(Middle)	08/08/2005	
20 LIBERTY STREET, PO BOX 388			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHESTER,Â CTÂ 06412			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series B Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	167,758 (1) (2) (3)	\$ (1)	D	Â
Series B Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	25,000 (1) (2) (4)	\$ (1)	I	By High Ridge Capital Partners II, L.P.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HRWCP 1 LP 20 LIBERTY STREET, PO BOX 388 CHESTER,Â CTÂ 06412	Â	Â X	Â	Â
High Ridge GP Holdings LLC 20 LIBERTY STREET, PO BOX 388 CHESTER,Â CTÂ 06412	Â	Â X	Â	Â
Long Trail Ventures LLC 20 LIBERTY STREET, PO BOX 388 CHESTER,Â CTÂ 06412	Â	Â X	Â	Â

Signatures

/s/ Steven J. Tynan, Manager of General Partner 08/08/2005

__Signature of Reporting Person Date

/s/ Steven J. Tynan, Manager 08/08/2005

__Signature of Reporting Person Date

/s/ Steven J. Tynan, Manager 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 or unpaid dividends payable in Common Stock or a 10-for-1 stock split to be effective prior to the closing of the issuer's initial public offering.
- (2) Each reporting person disclaims beneficial ownership of the reported securities except to the extent of its pro rata pecuniary interest therein.
- (3) These shares are owned directly by HRWCP 1, L.P. and owned indirectly by High Ridge GP Holdings LLC and Long Trail Ventures LLC.
- (4) These shares are owned directly by High Ridge Capital Partners II, L.P. and owned indirectly by Long Trail Ventures LLC.
- (5) All of the issuer's Series B Convertible Preferred Stock will be converted into Common Stock immediately prior to the closing of the issuer's initial public offering.

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Remarks:

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Exhibit List

Exhibit 99.1-Joint Filer Information

Exhibit 99.2-Joint Filer Information

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.