

SIGNATURE GROUP HOLDINGS, INC.

Form 4

March 03, 2015

**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 \*  
Ross Kyle

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive VP & CFO

(Last) (First) (Middle)  
15301 VENTURA BLVD, SUITE 400  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/27/2015

SHERMAN OAKS, CA 91403

(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/27/2015                           |  | A                              |   | 18,724 (1)  | A  | \$ 0 83,917 (2) D                 |
| Common Stock                    | 02/27/2015                           |  | M                              |   | \$ 4,665 5.64   | A  | 88,582 D                          |

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

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**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Subscription Rights (right to buy)         | \$ 5.64  | 02/27/2015                           |  | M                              | 8,300   | 01/28/2015 02/20/2015                                    | Common Stock  | 4,665                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Ross Kyle<br>15301 VENTURA BLVD<br>SUITE 400<br>SHERMAN OAKS, CA 91403 |               |           | Executive VP & CFO |       |

## Signatures

/s/ Kyle Ross 03/03/2015

\*\*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).
- (1) Shares were granted and issued effective February 27, 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 25, 2015. The number of shares granted represents an amount of \$131,255 divided by \$7.01, the last sale price of the common stock on the Grant Date.
- (2) Includes 18,724 shares of restricted stock which will vest in three equal installments on the next three anniversary dates of the grant date, ending on February 27, 2018.

### Remarks:

As previously reported by the Issuer, each subscription right issued in its rights offering entitled the holder to purchase 0.562 shares of common stock.

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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