

BYRNE MARK JAMES

Form 4

May 27, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BYRNE MARK JAMES

2. Issuer Name **and** Ticker or Trading  
Symbol  
Flagstone Reinsurance Holdings,  
S.A. [FSR]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
48 PAR LA VILLE ROAD, SUITE  
504

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/25/2010

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

(Street)

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

HAMILTON, D0 HM11

(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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	05/25/2010		S <sup>(1)</sup>	2,000,000	D \$ 12 5,155,156	I	By Limestone Business Limited <sup>(2)</sup>
Common Shares					2,849,719	I	By Haverford (Bermuda) Ltd. <sup>(3)</sup>
Common Shares					50,000	I	By Rebecca Byrne <sup>(4)</sup>

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

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SEC 1474  
(9-02)

**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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNE MARK JAMES 48 PAR LA VILLE ROAD SUITE 504 HAMILTON, D0 HM11	X	X		

## Signatures

/s/ Mark J.  
Byrne 05/27/2010

\_\_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) On May 25, 2010, Limestone Business Limited ("Limestone") sold 2,000,000 common shares to the issuer for cash consideration of \$12.00 per share in a private transaction.
- (2) These common shares are held by Limestone, which is owned by a trust, established for the benefit of others, for which the reporting person is the settlor. The reporting person disclaims beneficial ownership of these shares.
- (3) The reporting person is the Chairman and CEO of Haverford Bermuda Limited, and therefore has voting control over Haverford (Bermuda) Ltd. ("Haverford"). Approximately 92% of the equity interests of Haverford are held by Limestone, which is owned by a trust, established for the benefit of others, for which the reporting person is the settlor. 2,849,719 common shares represent the indirect

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proportionate interest of the reporting person in the 3,075,618 common shares of the issuer held by Haverford. The reporting person disclaims beneficial ownership of these shares.

- (4) These common shares represent shares purchased in connection with the initial public offering of the issuer and are owned by Rebecca Byrne, the wife of the reporting person. The reporting person disclaims beneficial ownership of these shares.

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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