

SWAYNE GUY

Form 4

November 30, 2012

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 *
SWAYNE GUY

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)
FLAGSTONE REINSURANCE
HOLDINGS, S.A., 65 AVENUE DE
LA GARE

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2012

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Exec. VP - Flagstone Bermuda

(Street)
LUXEMBOURG, N4 L-1611

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|------------|-----------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares | 11/30/2012 | | D | | 357,092 | D | <u>11</u> | 0 | I | By trust ⁽²⁾ |
| Common Shares | 11/30/2012 | | D | | 10,000 | D | <u>11</u> | 0 | I | By wife ⁽³⁾ |

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

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information contained in this form are not
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SEC 1474
(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Underlying Securities |
| Performance Share Units | \$ 0 ⁽⁴⁾ | 11/30/2012 | | D | 290,250 | ⁽⁵⁾ ⁽⁶⁾ | Common Shares 290,250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SWAYNE GUY
FLAGSTONE REINSURANCE HOLDINGS, S.A.
65 AVENUE DE LA GARE
LUXEMBOURG, N4 L-1611

Exec. VP - Flagstone Bermuda

Signatures

/s/ William F. Fawcett, by power of attorney

11/30/2012

 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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of August 30, 2012, by and among the Company, Flagstone Reinsurance Holdings (Bermuda) Limited, Validus Holdings, Ltd. ("Validus") and Validus UPS, Ltd. (the "Merger Agreement"), pursuant to which each common share was converted into the right to receive a cash payment of \$2.00 and 0.1935 common shares of Validus (as of November 29, 2012, the closing price of common shares of Validus was \$34.87 per share).

(2) The common shares are held through a trust for the benefit of others, and the Reporting Person therefore disclaims beneficial ownership of these shares.

(3) The Reporting Person disclaims beneficial ownership of the Common Shares held by his wife.

(4) Each Performance Share Unit ("PSU") represents the right to receive, without payment to the Company, a number of common shares of the Company (or the cash equivalent, at the election of the Company) equal to the product of the number of PSUs granted multiplied by a factor based on the Company's fully-diluted return on equity during the vesting period, subject to the terms and conditions of the PSU Plan and grant certificate evidencing each grant.

(5) Pursuant to the Merger Agreement, the PSUs were converted into the right to receive, for each PSU (based on attainment of all applicable performance goals at the maximum level for payout), (A) a cash payment of \$2.00 plus the amount of cumulative dividends declared by the Company with respect to the common shares underlying such PSUs through the date on which the mergers contemplated by the Merger Agreement were consummated and (B) 0.1935 common shares of Validus (as of November 29, 2012, the closing price of common shares of Validus was \$34.87 per share).

(6) The PSUs had no expiry date.

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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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