

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
HAMILTON, D0 HM11

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

(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 ⁽¹⁾	2,000,000	D \$ 12 5,155,156	I	By Limestone Business Limited ⁽²⁾
Common Shares					2,849,719	I	By Haverford (Bermuda) Ltd. ⁽³⁾
Common Shares					50,000	I	By Rebecca Byrne ⁽⁴⁾

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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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