

OXBRIDGE RE HOLDINGS Ltd

Form 5

February 16, 2016

**FORM 5****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).Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported**ANNUAL 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: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
Madhu Sanjay

(Last) (First) (Middle)

C/O OXBRIDGE RE HOLDINGS  
LIMITED, 903 S. CHURCH ST.,  
P.O. BOX 469

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
OXBRIDGE RE HOLDINGS Ltd  
[OXBRU]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/11/20155. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO, President4. If Amendment, Date Original  
Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

GRAND  
CAYMAN, KY1-9006

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Ordinary Shares	12/11/2015	Â	J <sup>(1)</sup>	15,235	<u>D</u> <sup>(1)</sup>	<u>\$ 0</u> <sup>(1)</sup>	0	I	See Footnote <sup>(2)</sup>
Ordinary Shares	12/11/2015	Â	J <sup>(1)</sup>	15,231	<u>A</u> <sup>(1)</sup>	<u>\$ 0</u> <sup>(1)</sup>	15,231	I	See Footnote <sup>(3)</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 2270  
(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 Security (Instr. 3 and 4)	8. Title and Amount of Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 7.5	12/11/2015	Â	J	Â 28,778	Â (4) 03/31/2019	Ordinary Shares	28,778
Warrants	\$ 7.5	12/11/2015	Â	J	28,768 Â	Â (4) 03/31/2019	Ordinary Shares	28,768

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Madhu Sanjay C/O OXBRIDGE RE HOLDINGS LIMITED 903 S. CHURCH ST., P.O. BOX 469 GRAND CAYMAN, Â E9Â KY1-9006	Â X	Â	Â CEO, President	Â

## Signatures

/s/ Curt P. Creely, Attorney-in-Fact for Sanjay Madhu 02/15/2016

\_\_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) This transaction represents a change in the form of beneficial ownership as a result of a pro rata distribution of the ordinary shares and warrants held by Moksha Capital Partners Re (M) Ltd. to its beneficial owners.

(2) Shares were held in the name of Moksha Capital Partners Re (M) Ltd.

Shares indirectly held in the name of Universal Finance and Investments, L.C. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of the reporting person's pecuniary interest in such securities.

(4) Immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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