

Collins Christopher L
 Form 4
 November 20, 2017

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 *
BYNUM FRANK K

(Last) (First) (Middle)

**C/O KELSO & COMPANY, 320
 PARK AVENUE, 24TH FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Third Point Reinsurance Ltd. [TPRE]

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

11/16/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	11/16/2017		S		15,000,000	D	\$ 15.57
					10,000,000		

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

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYNUM FRANK K C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022		X		
BERNEY PHILIP E C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022		X		
Loverro Frank J C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022		X		
Connors James J II C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022		X		
Moore Church M C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022		X		
OSBORNE STANLEY DE J C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR NEW YORK, NY 10022		X		
Collins Christopher L C/O KELSO & COMPANY 320 PARK AVENUE, 24TH FLOOR	X	X		

NEW YORK, NY 10022

Alexander Anna Lynn
 C/O KELSO & COMPANY X
 320 PARK AVENUE, 24TH FLOOR
 NEW YORK, NY 10022

Matlin Howard A.
 C/O KELSO & COMPANY X
 320 PARK AVENUE, 24TH FLOOR
 NEW YORK, NY 10022

Signatures

/s/ Howard A. Matlin, Attorney-in-Fact for Frank K. Bynum,
 Jr. 11/20/2017
 __Signature of Reporting Person Date

/s/ Howard A. Matlin, Attorney-in-Fact for Philip E. Berney 11/20/2017
 __Signature of Reporting Person Date

/s/ Howard A. Matlin, Attorney-in-Fact for Frank J. Loverro 11/20/2017
 __Signature of Reporting Person Date

/s/ Howard A. Matlin, Attorney-in-Fact for James J.
 Connors, II 11/20/2017
 __Signature of Reporting Person Date

/s/ Howard A. Matlin, Attorney-in-Fact for Church M.
 Moore 11/20/2017
 __Signature of Reporting Person Date

/s/ Howard A. Matlin, Attorney-in-Fact for Stanley de J.
 Osborne 11/20/2017
 __Signature of Reporting Person Date

/s/ Howard A. Matlin, Attorney-in-Fact for Christopher L.
 Collins 11/20/2017
 __Signature of Reporting Person Date

/s/ Howard A. Matlin, Attorney-in-Fact for A. Lynn
 Alexander 11/20/2017
 __Signature of Reporting Person Date

/s/ Howard A. Matlin 11/20/2017
 __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) Reflects 8,466,934 common shares held directly by KIA TP Holdings, L.P. ("KIA TP") and 1,533,066 common shares held directly by KEP TP Holdings, L.P. ("KEP TP").

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(2) Kelso GP VIII (Cayman) Ltd. ("GP VIII LTD") is the general partner of Kelso GP VIII (Cayman), L.P. ("GP VIII LP", and, together with GP VIII LTD and KIA TP, the "KIA Entities"). GP VIII LP is the general partner of KIA TP. KEP VI (Cayman) GP Ltd. ("KEP VI GP LTD", and, together with KEP TP, the "KEP Entities") is the general partner of KEP TP. The KIA Entities and the KEP Entities, due to their common control, could be deemed to beneficially own each of the other's securities. Each of the KIA Entities and the KEP Entities disclaims such beneficial ownership and this report shall not be deemed an admission of beneficial ownership of such securities for any purpose.

(3) Each of the KIA Entities, due to their common control, could be deemed to beneficially own each other's securities. GP VIII LTD disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VIII LP and KIA TP, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose. GP VIII LP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VIII LTD and KIA TP, except, in the case of KIA TP, to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose.

(4) KIA TP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VIII LTD and GP VIII LP, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose.

(5) Each of the KEP Entities, due to their common control, could be deemed to beneficially own each other's securities. KEP VI GP LTD disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP TP, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose. KEP TP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP VI GP LTD, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for any purpose.

(6) Frank T. Nickell, Thomas R. Wall, IV, George E. Matelich, Michael B. Goldberg, David I. Wahrhaftig, Frank K. Bynum, Jr., Philip E. Berney, Frank J. Loverro, James J. Connors, II, Church M. Moore, Stanley de J. Osborne, Christopher L. Collins, A. Lynn Alexander, Stephen C. Dutton, Matthew S. Edgerton, John K. Kim, Henry Mannix III and Howard A. Matlin (the "Kelso Individuals") may be deemed to share beneficial ownership of securities owned of record or beneficially owned by GP VIII LTD, GP VIII LP, KIA TP, KEP VI GP LTD, and KEP TP, by virtue of their status as directors of GP VIII LTD and KEP VI GP LTD, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of the Kelso Individuals is the beneficial owner of these securities for any purpose.

Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this Form 4 is one of three filed to

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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