

Bredahl J. Robert
 Form 4
 February 28, 2019

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 *
 Bredahl J. Robert

(Last) (First) (Middle)
 POINT HOUSE, 3 WATERLOO LANE
 (Street)

PEMBROKE, D0 HM 08

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Third Point Reinsurance Ltd. [TPRE]

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

02/26/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 or Price | | |
| Common Shares | 02/26/2019 | | A | | 248,383 ⁽¹⁾ | A | \$ 0 1,047,774 ⁽²⁾ D |
| Common Shares | 02/26/2019 | | D | | 76,905 ⁽³⁾ | D | \$ 0 970,869 D |
| Common Shares | | | | | | I | 200,000 By trust ⁽⁴⁾ |

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

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number.

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Bredahl J. Robert POINT HOUSE 3 WATERLOO LANE PEMBROKE, D0 HM 08 | | | President and CEO | |

Signatures

/s/ J. Robert
Bredahl

02/28/2019

**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).

- Includes 45,161 restricted shares granted under the Third Point Reinsurance Ltd. 2013 Omnibus Incentive Plan (the "Plan") that vest in equal annual installments over three years based on continued employment and 203,223 restricted shares granted under the Plan that vest based on continued employment and the achievement of certain financial performance measures over a three-year performance period.
- (1) The number of shares that may be retained upon vesting of the performance shares will vary based on the level of achievement of the performance goals. The number of performance shares reflected on this form is the number that would vest if the maximum performance level is achieved (135,482 would vest at target).
 - (2) Includes restricted shares.
 - (3) Reflects reduction in previously granted performance shares under the Third Point Re Ltd. 2013 Omnibus Incentive Plan upon certification of performance goal achievement.

- The shares are held by the J. Robert Bredahl Irrevocable Insurance Trust. Mr. Bredahl's wife is the trustee of the J. Robert Bredahl
- (4) Irrevocable Trust. Mr. Bredahl disclaims any beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any.

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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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