

OneBeacon Insurance Group, Ltd.  
 Form 5  
 February 02, 2012

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person \*  
 Lone Tree Holdings Ltd

2. Issuer Name and Ticker or Trading Symbol  
 OneBeacon Insurance Group, Ltd.  
 [OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

C/O WHITE MOUNTAINS  
 INSURANCE GROUP LTD., 80  
 SOUTH MAIN ST.

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HANOVER, NH 03755

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Class B Common Shares			3					D	
Class B Common Shares	03/15/2007		S4	645,262	D	\$ 25.85	64,327,289 (2)	D	
			3					I	

Class B  
Common  
Shares

by Sirius  
International  
Holdings  
(NL) B.V.

Class B  
Common  
Shares

3

by Star Re  
Ltd.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Lone Tree Holdings Ltd  
C/O WHITE MOUNTAINS INSURANCE GROUP LTD.  
80 SOUTH MAIN ST.  
HANOVER, NH 03755

3

## Signatures

Jason R. Lichtenstein by Power of Attorney

02/02/2012

\*\*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)

## Edgar Filing: OneBeacon Insurance Group, Ltd. - Form 5

The Reporting Person is an indirect wholly-owned subsidiary of White Mountains Insurance Group, Ltd. ("WMIG"), a public company which also reports beneficial ownership of all the Class B Common Shares ("Class B Shares") referenced in this filing. The Reporting Person became the direct beneficial owner of 72,400,000 Class B Shares via a contribution from its direct parent on December 14, 2006 (the contributor was also an indirect wholly-owned subsidiary of WMIG). On March 15, 2007, 645,262 Class B Shares were sold by the Reporting Person to the Issuer's ESOP (as disclosed in this filing and in a Form 4 filed by WMIG on such date). The remaining 71,754,738 Class B Shares have been held directly by the Reporting Person, or by one or more of its wholly-owned subsidiaries, since that time.

- (2) Reflects reduction in Class B Shares reported as held directly as a result of transfers from the Reporting Person to its indirect wholly-owned subsidiary, Sirius International Holdings (NL) B.V. ("SIH") on August 15, 2008 and July 1, 2011. Class B Shares were transferred from SIH to Star Re Ltd. ("Star Re") on December 6, 2011.
- (3) Reflects Class B Shares transferred to SIH from the Reporting Person on August 15, 2008 and July 1, 2011, less 1,249,178 Class B Shares transferred by SIH to Star Re on December 6, 2011.
- (4) Reflects Class B Shares transferred from SIH to Star Re on December 6, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.