

Resolute Forest Products Inc.
Form SC 13D/A
February 03, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

Resolute Forest Products Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

003687209

(CUSIP Number)

Paul Rivett

President

Fairfax Financial Holdings Limited

95 Wellington Street West, Suite 800

Toronto, Ontario, Canada, M5J 2N7

Telephone: (416) 367-4941

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

- With a copy to -

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Jason R. Lehner

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

January 26, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) V. PREM WATSA
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization CANADIAN
7	Sole Voting Power
8	Shared Voting Power 29,044,012
9	Sole Dispositive Power
10	Shared Dispositive Power 29,044,012
11	Aggregate Amount Beneficially Owned by Each Reporting Person 29,044,012
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 30.7%
14	Type of Reporting Person IN

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1109519 ONTARIO LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization ONTARIO, CANADA
7	Sole Voting Power
8	Shared Voting Power 29,044,012
9	Sole Dispositive Power
10	Shared Dispositive Power 29,044,012
11	Aggregate Amount Beneficially Owned by Each Reporting Person 29,044,012
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 30.7%
14	Type of Reporting Person CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) THE SIXTY TWO INVESTMENT COMPANY LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization BRITISH COLUMBIA, CANADA
7	Sole Voting Power
8	Shared Voting Power 29,044,012
9	Sole Dispositive Power
10	Shared Dispositive Power 29,044,012
11	Aggregate Amount Beneficially Owned by Each Reporting Person 29,044,012
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 30.7%
14	Type of Reporting Person CO

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
810679 ONTARIO LIMITED
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
ONTARIO, CANADA
- | | | |
|---|----|--|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
29,044,012 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
29,044,012 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
29,044,012
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
30.7%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX FINANCIAL HOLDINGS LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization CANADA
7	Sole Voting Power
8	Shared Voting Power 29,044,012
9	Sole Dispositive Power
10	Shared Dispositive Power 29,044,012
11	Aggregate Amount Beneficially Owned by Each Reporting Person 29,044,012
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 30.7%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FFHL GROUP LTD.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization CANADA
7	Sole Voting Power
8	Shared Voting Power 26,728,274
9	Sole Dispositive Power
10	Shared Dispositive Power 26,728,274
11	Aggregate Amount Beneficially Owned by Each Reporting Person 26,728,274
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 28.3%
14	Type of Reporting Person CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX (BARBADOS) INTERNATIONAL CORP.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization BARBADOS
7	Sole Voting Power
8	Shared Voting Power 431,200
9	Sole Dispositive Power
10	Shared Dispositive Power 431,200
11	Aggregate Amount Beneficially Owned by Each Reporting Person 431,200
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 0.5%
14	Type of Reporting Person CO

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
WENTWORTH INSURANCE COMPANY LTD.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
BARBADOS
- | | | |
|---|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
431,200 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
431,200 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
431,200
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.5%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
FAIRFAX (US) INC.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
DELAWARE
- | | | |
|---|----|--|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
24,034,967 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
24,034,967 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
24,034,967
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
25.4%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) CLEARWATER INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization DELAWARE
7	Sole Voting Power
8	Shared Voting Power 2,083,231
9	Sole Dispositive Power
10	Shared Dispositive Power 2,083,231
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,083,231
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 2.2%
14	Type of Reporting Person CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ZENITH NATIONAL INSURANCE CORP.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization DELAWARE
7	Sole Voting Power
8	Shared Voting Power 821,077
9	Sole Dispositive Power
10	Shared Dispositive Power 821,077
11	Aggregate Amount Beneficially Owned by Each Reporting Person 821,077
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 0.9%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ZENITH INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization CALIFORNIA
7	Sole Voting Power
8	Shared Voting Power 821,077
9	Sole Dispositive Power
10	Shared Dispositive Power 821,077
11	Aggregate Amount Beneficially Owned by Each Reporting Person 821,077
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 0.9%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) TIG HOLDINGS, INC.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization DELAWARE
7	Sole Voting Power
8	Shared Voting Power 2,913,799
9	Sole Dispositive Power
10	Shared Dispositive Power 2,913,799
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,913,799
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 3.1%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) TIG INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization CALIFORNIA
7	Sole Voting Power
8	Shared Voting Power 2,913,799
9	Sole Dispositive Power
10	Shared Dispositive Power 2,913,799
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,913,799
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 3.1%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) GENERAL FIDELITY INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization SOUTH CAROLINA
7	Sole Voting Power
8	Shared Voting Power 309,846
9	Sole Dispositive Power
10	Shared Dispositive Power 309,846
11	Aggregate Amount Beneficially Owned by Each Reporting Person 309,846
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 0.3%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
FAIRMONT SPECIALTY GROUP INC.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
DELAWARE
- | | | |
|---|----|------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
99,661 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
99,661 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
99,661
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.1%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	FAIRMONT PREMIER INSURANCE COMPANY	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	
	o	
6	Citizenship or Place of Organization	
	CALIFORNIA	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 99,661
	9	Sole Dispositive Power
	10	Shared Dispositive Power 99,661
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	99,661	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
	o	
13	Percent of Class Represented by Amount in Row (11)	
	0.1%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	FAIRMONT SPECIALTY INSURANCE COMPANY	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	
	o	
6	Citizenship or Place of Organization	
	CALIFORNIA	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 99,661
	9	Sole Dispositive Power
	10	Shared Dispositive Power 99,661
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	99,661	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
	o	
13	Percent of Class Represented by Amount in Row (11)	
	0.1%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ODYSSEY US HOLDINGS INC.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization DELAWARE
7	Sole Voting Power
8	Shared Voting Power 13,776,804
9	Sole Dispositive Power
10	Shared Dispositive Power 13,776,804
11	Aggregate Amount Beneficially Owned by Each Reporting Person 13,776,804
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 14.6%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ODYSSEY RE HOLDINGS CORP.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization DELAWARE
7	Sole Voting Power
8	Shared Voting Power 13,776,804
9	Sole Dispositive Power
10	Shared Dispositive Power 13,776,804
11	Aggregate Amount Beneficially Owned by Each Reporting Person 13,776,804
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 14.6%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
ODYSSEY REINSURANCE COMPANY
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
CONNECTICUT
- | | | |
|---|----|--|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
12,785,693 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
12,785,693 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
12,785,693
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
13.5%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) HUDSON INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization DELAWARE
7	Sole Voting Power
8	Shared Voting Power 157,000
9	Sole Dispositive Power
10	Shared Dispositive Power 157,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 157,000
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 0.2%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) HUDSON SPECIALTY INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization NEW YORK
7	Sole Voting Power
8	Shared Voting Power 157,000
9	Sole Dispositive Power
10	Shared Dispositive Power 157,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 157,000
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 0.2%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

- | | |
|----|---|
| 1 | Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
NEWLINE HOLDINGS UK LIMITED |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> |
| 6 | Citizenship or Place of Organization
ENGLAND AND WALES |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
244,205 |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
244,205 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
244,205 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.3% |
| 14 | Type of Reporting Person
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

- | | |
|----|---|
| 1 | Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
NEWLINE CORPORATE NAME LIMITED |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> |
| 6 | Citizenship or Place of Organization
ENGLAND AND WALES |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
244,205 |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
244,205 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
244,205 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.3% |
| 14 | Type of Reporting Person
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
CRUM & FORSTER HOLDINGS CORP.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
DELAWARE
- | | | |
|---|----|---------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
4,440,056 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
4,440,056 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
4,440,056
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
4.7%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
THE NORTH RIVER INSURANCE COMPANY
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
NEW JERSEY
- | | | |
|---|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
993,163 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
993,163 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
993,163
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
1.0%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) UNITED STATES FIRE INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization DELAWARE
7	Sole Voting Power
8	Shared Voting Power 3,446,893
9	Sole Dispositive Power
10	Shared Dispositive Power 3,446,893
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,446,893
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 3.6%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) STONEBRIDGE HOLDING S.À.R.L.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization LUXEMBOURG
7	Sole Voting Power
8	Shared Voting Power 1,352,521
9	Sole Dispositive Power
10	Shared Dispositive Power 1,352,521
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 1.4%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) STONEBRIDGE RE S.À.R.L.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization LUXEMBOURG
7	Sole Voting Power
8	Shared Voting Power 1,352,521
9	Sole Dispositive Power
10	Shared Dispositive Power 1,352,521
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 1.4%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX LUXEMBOURG HOLDINGS S.À.R.L.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization LUXEMBOURG
7	Sole Voting Power
8	Shared Voting Power 1,352,521
9	Sole Dispositive Power
10	Shared Dispositive Power 1,352,521
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 1.4%
14	Type of Reporting Person CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) RIVERSTONE HOLDINGS LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization ENGLAND AND WALES
7	Sole Voting Power
8	Shared Voting Power 1,352,521
9	Sole Dispositive Power
10	Shared Dispositive Power 1,352,521
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 1.4%
14	Type of Reporting Person CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) RIVERSTONE INSURANCE LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization ENGLAND AND WALES
7	Sole Voting Power
8	Shared Voting Power 1,352,521
9	Sole Dispositive Power
10	Shared Dispositive Power 1,352,521
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 1.4%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1823671 ONTARIO LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization ONTARIO
7	Sole Voting Power
8	Shared Voting Power 499,512
9	Sole Dispositive Power
10	Shared Dispositive Power 499,512
11	Aggregate Amount Beneficially Owned by Each Reporting Person 499,512
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 0.5%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1874616 ONTARIO LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization ONTARIO
7	Sole Voting Power
8	Shared Voting Power 272,572
9	Sole Dispositive Power
10	Shared Dispositive Power 272,572
11	Aggregate Amount Beneficially Owned by Each Reporting Person 272,572
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 0.3%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
1874617 ONTARIO LIMITED
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
ONTARIO
- | | | |
|---|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
708,808 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
708,808 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
708,808
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.7%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	NORTHBRIDGE SHARE OPTION 1 CORP.	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	
		o
6	Citizenship or Place of Organization	
	ONTARIO	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 21,295
	9	Sole Dispositive Power
	10	Shared Dispositive Power 21,295
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	21,295	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
		o
13	Percent of Class Represented by Amount in Row (11)	
	0.0%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	NORTHBRIDGE FINANCIAL CORPORATION	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	
		o
6	Citizenship or Place of Organization	
	ONTARIO	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 3,042,095
	9	Sole Dispositive Power
	10	Shared Dispositive Power 3,042,095
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	3,042,095	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
		o
13	Percent of Class Represented by Amount in Row (11)	
	3.2%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
NORTHBRIDGE COMMERCIAL INSURANCE CORPORATION
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
789,945

9 Sole Dispositive Power

10 Shared Dispositive Power
789,945