

BYRNE MARK JAMES
Form 4
December 10, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
BYRNE MARK JAMES

2. Issuer Name and Ticker or Trading Symbol
Flagstone Reinsurance Holdings, S.A. [FSR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
48 PAR LA VILLE ROAD, SUITE 504

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2010

____ Director
____ Officer (give title below) Other (specify below)
Former Director and 10% Owner

HAMILTON, D0 HM 11

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares	12/08/2010		S ⁽¹⁾		2,849,868	D	\$ 11.4823	0	I	By Haverford (Bermuda) Ltd. ⁽²⁾
Common Shares	12/08/2010		S ⁽¹⁾		5,155,156	D	\$ 11.4823	0	I	By Limestone Business Limited ⁽³⁾
Common Shares								50,000	I	By Rebecca Byrne ⁽⁴⁾

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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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrant	\$ 14.8	12/08/2010		S ⁽¹⁾	7,955,553	12/01/2013	12/31/2013	Common Shares	7,955

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNE MARK JAMES 48 PAR LA VILLE ROAD SUITE 504 HAMILTON, D0 HM 11				Former Director and 10% Owner

Signatures

/s/Mark J. Byrne 12/10/2010
 **Signature of Date
 Reporting Person

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) On December 8, 2010, Flagstone (Bermuda) Holdings, Limited entered into an agreement to purchase: (i) 8,005,024 shares of Flagstone Reinsurance Holdings, S.A. (the "Issuer") from Haverford (Bermuda) Ltd. ("Haverford") and Limestone Business Limited ("Limestone") and (ii) the Amended and Restated Share Purchase Warrant dated as of June 25, 2010 (the "Haverford Warrant"), issued to Haverford and exercisable for 7,955,553 shares, par value \$0.01 per share, of the Issuer.
 - (2) The reporting person is the Chairman and Chief Executive Officer of Haverford, and therefore has investment and voting control over the 2,849,868 common shares of the Issuer held by Haverford and the Haverford Warrant.
 - (3) These common shares are held by Limestone, which is owned by a trust, established for the benefit of others, for which the reporting person is the settlor. The reporting person disclaims beneficial ownership of these shares.
 - (4)

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These common shares represent shares purchased in connection with the initial public offering of the Issuer and are owned by Rebecca Byrne, the wife of the reporting person. The reporting person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space 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.