

Global Indemnity Ltd  
Form 8-A12B  
March 23, 2017

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Global Indemnity Limited**

**(Exact name of registrant as specified in its charter)**

**Cayman Islands**  
**(State of incorporation or organization)**

**98-1304287**  
**(IRS Employer Identification No.)**

**27 Hospital Road**

**George Town, Grand Cayman**

**KY1-9008, Cayman Islands**

**None**

(Address of principal executive offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b> | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| <b>7.875% Subordinated Notes due 2047</b>          | <b>NASDAQ Global Select Market</b>                                       |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**File No. 333-205451**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None.**

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### **Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are the 7.875% Subordinated Notes due 2047 (the Notes) of Global Indemnity plc (the Company). For a description of the Notes, reference is made to the information set forth under the heading Description of the Debt Securities in the Company's Prospectus, dated November 7, 2016 (the Prospectus), which constitutes a part of the Company's Registration Statement on Form S-3 (File No. 333-205451) (the Registration Statement), and under the heading Description of the Notes in the Company's Prospectus Supplement, dated March 16, 2017, to the Prospectus contained in the Registration Statement, each filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

### **Item 2. Exhibits.**

- 1 Indenture, dated as of August 12, 2015, by and between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 12, 2015).
- 2 First Supplemental Indenture, dated as of November 7, 2016, by and among the Company, Global Indemnity plc, Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Form 8-K filed on November 7, 2016)
- 3 Second Supplemental Indenture dated as of March 23, 2017 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on March 23, 2017).
- 4 Form of 7.875% Subordinated Notes due 2047 (incorporated by reference to Annex A-1 to Exhibit 3).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GLOBAL INDEMNITY LIMITED

Date: March 23, 2017

By: /s/ Thomas M. McGeehan  
Name: Thomas M. McGeehan  
Title: Chief Financial Officer