

OneBeacon Insurance Group, Ltd.
Form SC 13G/A
April 20, 2016

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**

PURSUANT TO RULE 13d-2(b)

(Amendment No. 3)*

ONEBEACON INSURANCE GROUP, LTD.

(Name of Issuer)

Class B

Common Shares

(Title of Class of Securities)

G67742109

(CUSIP Number)

April 18, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in 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 ("Act") 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. G67742109

- | | | | | | | | | | |
|---|---|----|------------------------|----|---------------------------------------|----|-----------------------------|----|--|
| 1. | Names of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only)
White Mountains Insurance Group, Ltd. (No. 94-2708455) | | | | | | | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> | | | | | | | | |
| 3. | SEC Use Only | | | | | | | | |
| 4. | Citizenship or Place of Organization
Bermuda | | | | | | | | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | <table border="0"> <tr> <td style="vertical-align: top;">5.</td> <td style="vertical-align: top;">Sole Voting Power
0</td> </tr> <tr> <td style="vertical-align: top;">6.</td> <td style="vertical-align: top;">Shared Voting Power
71,754,738 (a)</td> </tr> <tr> <td style="vertical-align: top;">7.</td> <td style="vertical-align: top;">Sole Dispositive Power
0</td> </tr> <tr> <td style="vertical-align: top;">8.</td> <td style="vertical-align: top;">Shared Dispositive Power
71,754,738 (a)</td> </tr> </table> | 5. | Sole Voting Power
0 | 6. | Shared Voting Power
71,754,738 (a) | 7. | Sole Dispositive Power
0 | 8. | Shared Dispositive Power
71,754,738 (a) |
| 5. | Sole Voting Power
0 | | | | | | | | |
| 6. | Shared Voting Power
71,754,738 (a) | | | | | | | | |
| 7. | Sole Dispositive Power
0 | | | | | | | | |
| 8. | Shared Dispositive Power
71,754,738 (a) | | | | | | | | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
71,754,738 (a) | | | | | | | | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | | | | | | | | |
| 11. | Percent of Class Represented by Amount in Row (9)
100% | | | | | | | | |
| 12. | Type of Reporting Person (See Instructions)
HC | | | | | | | | |

(a) White Mountains Insurance Group, Ltd. (White Mountains) is the indirect beneficial owner of the 71,754,738 Class B common shares (Class B Shares) that are currently held directly by Lone Tree Holdings Ltd. and Bridge Holdings (Bermuda) Ltd., as presented herein.

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CUSIP No. G67742109

- | | |
|-----|--|
| 1. | Names of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only)
Lone Tree Holdings Ltd. (No. 98-0527510) |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Bermuda |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
71,754,738 (b) |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
71,754,738 (b) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
71,754,738 (b) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
100% |
| 12. | Type of Reporting Person (See Instructions)
HC |

(b) Lone Tree Holdings Ltd. (LTH) is a wholly owned indirect subsidiary of White Mountains. LTH holds 57,327,289 Class B Shares directly and is the indirect beneficial owner of 14,427,449 Class B Shares held directly by Bridge Holdings (Bermuda) Ltd., as presented herein.

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CUSIP No. G67742109

- | | |
|-----|---|
| 1. | Names of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only)
Bridge Holdings (Bermuda) Ltd. (No. 98-0527520) |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Bermuda |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
14,427,449 (c) |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
14,427,449 (c) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
14,427,449 (c) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
20.1% |
| 12. | Type of Reporting Person (See Instructions)
HC |

(c) Bridge Holdings (Bermuda) Ltd. (Bridge) is a wholly owned indirect subsidiary of White Mountains. The 14,427,449 Class B Shares were transferred to Bridge by various other wholly owned indirect subsidiaries of White Mountains in connection with the closing of the sale of Sirius International Insurance Group, Ltd. to CM International Holding Pte. Ltd.

Schedule 13G

Item 1.

- (a) Name of Issuer
OneBeacon Insurance Group, Ltd.
- (b) Address of Issuer's Principal Executive Offices
605 North Highway 169, Plymouth, MN 55441

Item 2.

- (a) Name of Person Filing
See the Cover Pages for each of the Reporting Persons
- (b) Address of Principal Business Office or, if none, Residence
White Mountains Insurance Group, Ltd.

80 South Main Street

Hanover, New Hampshire 03755

Lone Tree Holdings Ltd.

14 Wesley Street, 5th Floor

Hamilton HM 11Bermuda

Bridge Holdings (Bermuda) Ltd.

14 Wesley Street, 5th Floor

Hamilton HM 11Bermuda

- (c) Citizenship

Reporting Person

White Mountains Insurance Group,
Ltd.

Lone Tree Holdings Ltd.

Bridge Holdings (Bermuda) Ltd.

Place of incorporation:

Bermuda

Bermuda

Bermuda

- (d) Title of Class of Securities
Class B Common Shares (\$.01 par value)
- (e) CUSIP Number
G67742109

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See the Cover Pages for each of the Reporting Persons.
- (b) Percent of class:

See the Cover Pages for each of the Reporting Persons.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) Shared power to vote or to direct the vote
 - (iii) Sole power to dispose or to direct the disposition of
 - (iv) Shared power to dispose or to direct the disposition of

See the Cover Pages for each of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable

Item 8. Identification and Classification of Members of the Group

See Exhibit A

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10.

Not applicable.

Certifications

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 20, 2016

WHITE MOUNTAINS INSURANCE GROUP, LTD.

by: /s/ J. Brian Palmer
Name: J. Brian Palmer
Title: Managing Director and Chief Accounting Officer

LONE TREE HOLDINGS LTD.

by: /s/ Jennifer L. Pitts
Name: Jennifer L. Pitts
Title: Director

BRIDGE HOLDINGS (BERMUDA) LTD.

by: /s/ John Sinkus
Name: John Sinkus
Title: Assistant Secretary

Schedule 13G

Exhibit A

Members of the Filing Group

Parent Holding Company

White Mountains Insurance Group, Ltd.

Subsidiaries of White Mountains Insurance Group, Ltd.

Lone Tree Holdings Ltd. (Holding Company)

Bridge Holdings (Bermuda) Ltd. (Holding Company)