

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 28, 2020

**JAMES RIVER GROUP HOLDINGS, LTD.**

(Exact name of registrant as specified in its charter)

Bermuda

001-36777

98-0585280

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

Wellesley House, 2nd Floor, 90 Pitts Bay Road, Pembroke Bermuda

HM 08

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: +1-441-278-4580

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written Communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Shares, par value \$0.0002 per share	JRVR	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

James River Group Holdings, Ltd. (the “Company”) is furnishing a copy of its fourth quarter 2019 investor presentation as Exhibit 99.1 to this Current Report on Form 8-K (this “Form 8-K”). The Company intends to use the investor presentation from time to time in meetings with investors and analysts. The presentation will also be posted on the investor relations portion of the Company’s website.

The information provided pursuant to this Item 7.01, including Exhibit 99.1 in Item 9.01, is “furnished” and shall not be deemed to be “filed” with the Securities and Exchange Commission or incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filings.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following Exhibit is furnished as a part of this Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Investor Presentation</a>

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JAMES RIVER GROUP HOLDINGS, LTD.

Dated: February 28, 2020

By: /s/ Sarah C. Doran  
Name: Sarah C. Doran  
Title: Chief Financial Officer

---

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Investor Presentation</u></a>

---



JAMES RIVER GROUP HOLDINGS, LTD.

**Fourth Quarter 2019  
Investor Presentation**

# Disclosure

## Forward-Looking Statements

This presentation contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. In some cases, such forward-looking statements may be identified by terms such as believe, expect, seek, may, will, intend, project, anticipate, plan, estimate, guidance or similar words. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Although it is not possible to identify all of these risks and factors, they include, among others, the following: the inherent uncertainty of estimating reserves and the possibility that incurred losses may be greater than our loss and loss adjustment expense reserves; inaccurate estimates and judgments in our risk management may expose us to greater risks than intended; the potential loss of key members of our management team or key employees and our ability to attract and retain personnel; adverse economic factors resulting in the sale of fewer policies than expected or an increase in the frequency or severity of claims, or both; a decline in our financial strength rating resulting in a reduction of new or renewal business; reliance on a select group of brokers and agents for a significant portion of our business and the impact of our potential failure to maintain such relationships; reliance on a select group of customers for a significant portion of our business and the impact of our potential failure to maintain, or decision to terminate, such relationships; losses resulting from reinsurance counterparties failing to pay us on reinsurance claims, insurance companies with whom we have a fronting arrangement failing to pay us for claims, or an insured group of companies with whom we have an indemnification arrangement failing to perform their reimbursement obligations; changes in laws or government regulation, including tax or insurance law and regulations; the ongoing effect of Public Law No. 115-97, informally titled the Tax Cuts and Jobs Act, which may have a significant effect on us including, among other things, by potentially increasing our tax rate, as well as on our shareholders; in the event we do not qualify for the insurance company exception to the passive foreign investment company ("PFIC") rules and are therefore considered a PFIC, there could be material adverse tax consequences to an investor that is subject to U.S. federal income taxation; the Company or any of its foreign subsidiaries becoming subject to U.S. federal income taxation; a failure of any of the loss limitations or exclusions we utilize to shield us from unanticipated financial losses or legal exposures, or other liabilities; losses from catastrophic events which substantially exceed our expectations and/or exceed the amount of reinsurance we have purchased to protect us from such events; potential effects on our business of emerging claim and coverage issues; exposure to credit risk, interest rate risk and other market risk in our investment portfolio; our ability to obtain reinsurance coverage at prices and on terms that allow us to transfer risk and adequately protect our company against financial loss; the potential impact of internal or external fraud, operational errors, systems malfunctions or cyber security incidents; our ability to manage our growth effectively; inadequacy of premiums we charge to compensate us for our losses incurred; failure to maintain effective internal controls in accordance with Sarbanes-Oxley Act of 2002, as amended; and changes in our financial condition, regulations or other factors that may restrict our subsidiaries' ability to pay us dividends. Additional information about these risks and uncertainties, as well as others that may cause actual results to differ materially from those in the forward-looking statements, is contained in our filings with the U.S. Securities and Exchange Commission ("SEC"), including our Annual Report on Form 10-K filed with the SEC on February 27, 2020. These forward-looking statements speak only as of the date of this release and the Company does not undertake any obligation to update or revise any forward-looking information to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise.

## Non-GAAP Financial Measures

This presentation contains non-GAAP financial measures as defined by Regulation G of the rules of the SEC. These non-GAAP measures, such as underwriting profit, adjusted net operating income, tangible equity and adjusted net operating return on average tangible equity (which is calculated as adjusted net operating income divided by the average tangible equity for the trailing five quarters) are not in accordance with, nor are they a substitute for, GAAP measures. We believe these non-GAAP measures provide users of our financial information useful insight into our performance. Investors should consider non-GAAP measures in addition to, and not as a substitute for, or superior to, the comparable GAAP measures. Please refer to pages 21 & 22 of this presentation for a reconciliation of the non-GAAP financial measures to the equivalent GAAP equivalents.

## Ratings Disclaimer Notice

Reproduction of any information, data or material, including ratings ("Content") in any form is prohibited except with the prior written permission of the relevant party. Such party, its affiliates and suppliers ("Content Providers") do not guarantee the accuracy, adequacy, completeness, timeliness or availability of any Content and are not responsible for any errors or omissions (negligent or otherwise), regardless of the cause, or for the results obtained from the use of such Content. In no event shall Content Providers be liable for any damages, costs, expenses, legal fees, or losses (including lost income or lost profit and opportunity costs) in connection with any use of the Content. A reference to a particular investment or security, a rating or any observation concerning an investment that is part of the Content is not a recommendation to buy, sell or hold such investment or security, does not address the suitability of an investment or security and should not be relied on as investment advice. Credit ratings are statements of opinions and are not statements of fact.

# Table of Contents

---

Franchise Overview

Slide 4

Comparative Market Highlights

Slide 16

Appendix

Slide 19



# Franchise Overview

# Our Strategy

---

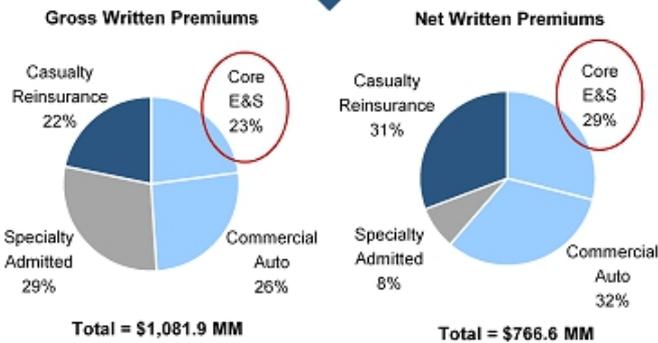
**We seek to deliver consistent, top tier returns on tangible equity and generate sector leading value creation**

- Our strategy is to generate superior underwriting margins from our niche casualty focused risks, while growing both non risk fee income and investment income
- Our largest business is our small and middle market, core Excess and Surplus Lines business, where we have earned superior returns over our 17 year history
- We target niche low volatility casualty risks for our 'A' rated balance sheet, with low retentions and little property exposure
- We seek out new opportunities to meaningfully build fee income and increase the proportion of total company non-risk earnings
- We are optimizing investment returns, much of which are generated from niche strategies representing a small portion of our portfolio

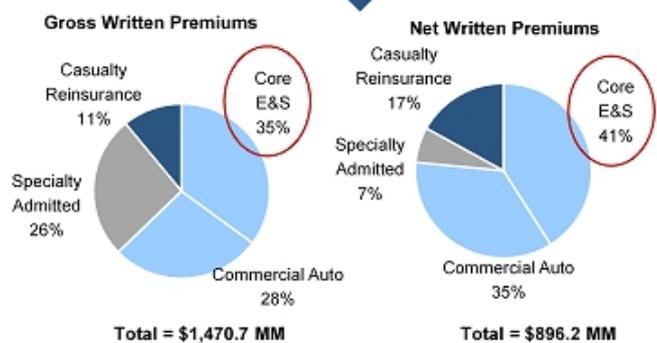
# Focus on Attractive Part of P&C Market

- We are a specialty, low volatility underwriting company with a proven history of generating consistent profits
- Our focus has been to significantly grow our two primary businesses given the attractive opportunities to put capital to work
- Our key area of focus is small and medium sized commercial account Excess & Surplus Lines casualty business (eg "Core E&S") with \$1 million per occurrence limits and approximately \$23,000 average account premiums. Our core E&S business represented approximately 41% of our group net written premium in 2019, up significantly from 29% in 2017
- We look to marry that with a growing fee business, through our fronting strategy within our specialty admitted segment
- Our niche workers' compensation and third-party casualty reinsurance businesses help provide attractive returns on capital
- We expect to deliver low double digit or better operating returns on tangible equity for the 2020 year

2017 Full Year Premiums



2019 Full Year Premiums



Source: Company filings

# Our Business

## E&S Segment

- Represents 63% of group-wide gross written premium and is underwritten by specialists in 13 divisions utilizing our seventeen years of expertise in writing hard to place risks
- Significant strength in current market; twelve consecutive quarters of positive renewal rate increases
- Core E&S gross written premium has grown 55% year to date as compared to the prior year
- Focus on small and medium-sized commercial accounts where pricing has generally been better; E&S gross written premium is 97% casualty and no primary property
- Bulk of commercial auto book is in run off as of December 31, 2019
- Distributes through 120+ broker groups

PROFITABLE SPECIALTY UNDERWRITING

## Specialty Admitted Segment

- Specialty admitted insurance coverages in the US, including a growing fee income business
- Added four new fronted programs during 2019, representing over \$50 million of expected gross written premium over a full year
- Growing, transactional driven fee based fronting business
- Targeted book of workers' compensation risks
- Gross fee income of \$14.8 million in 2018 and \$15.8 million in 2019

A FOCUS ON FEE INCOME

## Casualty Reinsurance Segment

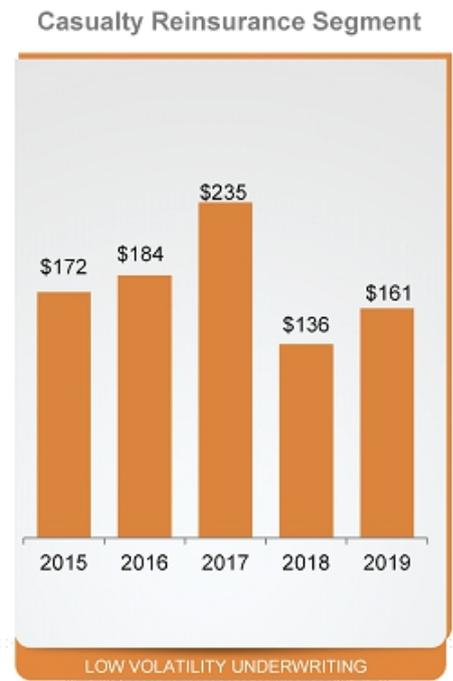
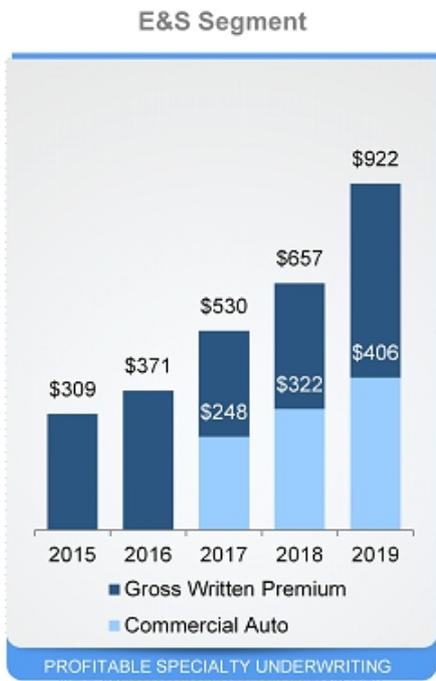
- Third-party proportional and working-layer excess casualty business focused on small and medium U.S. specialty lines
- Significantly downsized during 2018 to optimize group returns and structure; remains core to group
- 96% of the segment's Gross Written Premium consisted of E&S risks in 2019
- At December 31, 2019, 97% of third party treaties were written as quota share arrangements and 72% contained loss mitigation features to drive low volatility

LOW VOLATILITY UNDERWRITING

# Targeted Growth in Gross Written Premium

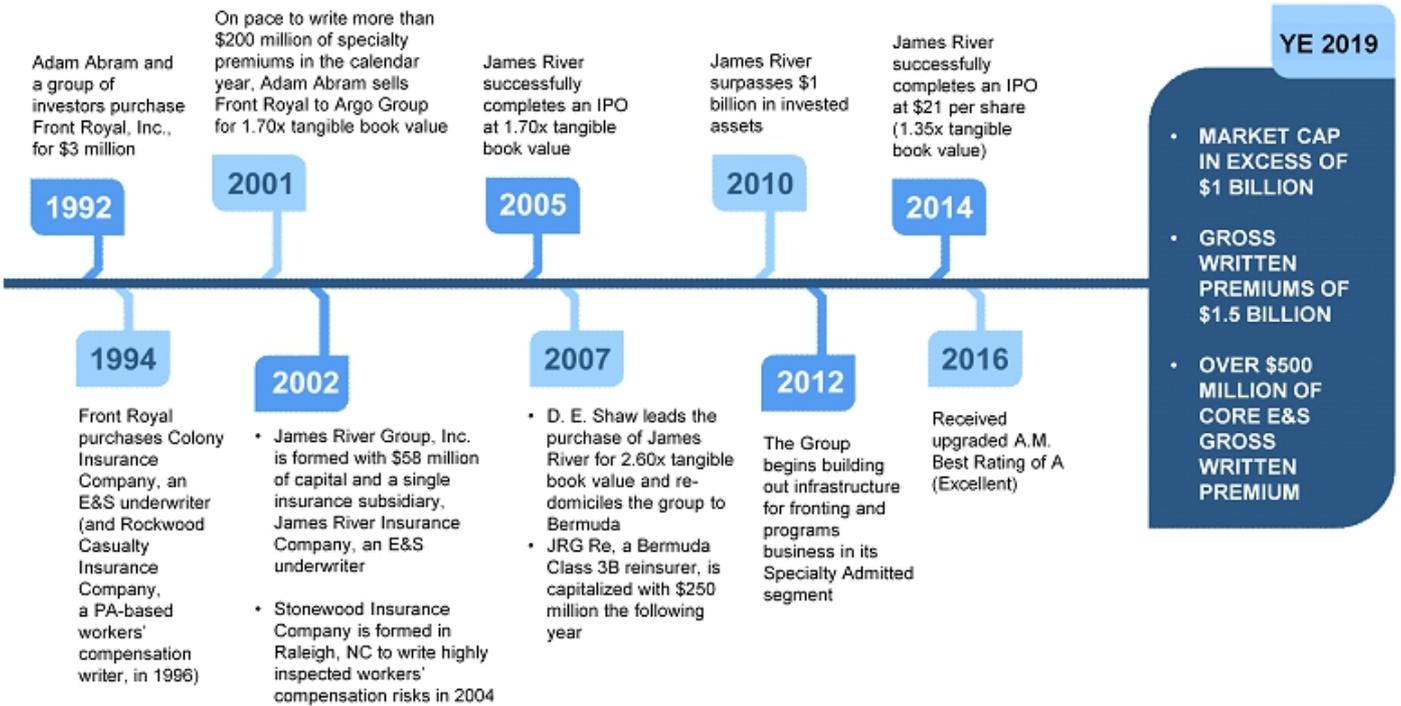
Growth driven by strong renewal pricing and submission growth in core E&S and expansion of our fee based fronting business

(\$ in Millions)



# Our Specialty Market History

We have a long history of success in building niche businesses and generating top tier returns for investors



# E&S Focus | Profitable, Niche Specialty Underwriting

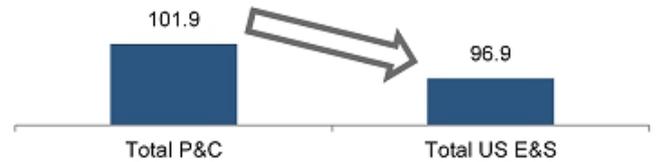
- Our business is heavily concentrated in E&S Casualty (93% of 2019 NWP; generated by both the E&S and Casualty Reinsurance segments).
- We have focused on building an attractive portfolio of new economy risks
- E&S is the most consistently profitable part of the property/casualty market and has been gaining market share.

**E&S segment GWP grew by 24% during 2018 and by 40% in 2019**

Source: Market data per A.M. Best data and research and Copyright © 2019, S&P Global Market Intelligence (and its affiliates, as applicable)

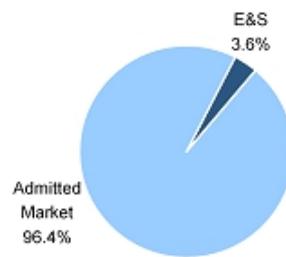
## Profitability of E&S vs. Total P&C Industry

Avg. Combined Ratios 2000–2018  
Difference of 5 percentage points



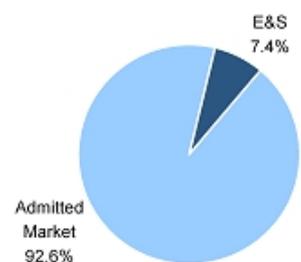
## E&S Gaining Share of P&C Insurance Market

2000 P&C Market



Total P&C GWP: \$327.3bn  
E&S GWP: \$11.7bn

2018 P&C Market



Total P&C GWP: \$678.0bn  
E&S GWP: \$49.9bn

## Broad Risk Appetite Permits Us to 'Pick Our Spots'

Our high caliber underwriting team, and use of proprietary technology, provide significant expertise to price our increased submission flow of highly underwritten risks

- During Q4 2019, rates increased 6.6% across our core (non-commercial auto) E&S business (the twelfth consecutive quarter of rate increases), while submissions grew 27%

Division	Lead U/W Years of Industry Experience	Gross Written Premiums			Description
		Year Ended Dec 31, 2019	Year Ended Dec 31, 2018	Year Ended Dec 31, 2017	
Commercial Auto	31	\$405.6	\$322.1	\$248.0	Hired / non-owned auto, ride share
Excess Casualty	35	119.0	66.5	51.2	Following form excess on risks similar to GC and MC
General Casualty (GC)	31	115.8	54.1	38.1	Premises ops (e.g., apartments, offices & restaurants)
Manufacturers & Contractors (MC)	35	105.1	79.2	85.7	Products liability & completed operations exposure
Energy	47	45.4	33.9	29.7	Oil & gas contractors, mining, alternative energy & utilities
Excess Property	33	31.6	16.9	14.4	CAT-exposed excess property > 1/100 year return period
Allied Health	25	26.7	30.4	19.2	Long-term care, outplacement facilities & social services
Life Sciences	35	24.5	16.7	13.0	Nutrition products, medical devices and human clinical trials
Small Business	31	19.7	14.8	11.3	Small accounts similar to GC and MC
Environmental	47	16.5	10.5	7.9	Environmental contractors and consultants
Professional Liability	25	6.5	5.9	6.3	E&O for non-medical professionals (lawyers, architects, engineers)
Sports & Entertainment	31	4.2	3.7	3.0	Amusement parks, campgrounds, arenas
Medical Professional	25	1.7	1.8	2.3	Non-standard physicians and dentists
<b>Total</b>		<b>\$922.3</b>	<b>\$656.5</b>	<b>\$530.1</b>	
<b>Core E&amp;S</b>		<b>\$516.7</b>	<b>\$334.4</b>	<b>\$282.1</b>	
<b>Commercial Auto</b>		<b>\$405.6</b>	<b>\$322.1</b>	<b>\$248.0</b>	

# Demonstrated Underwriting Discipline

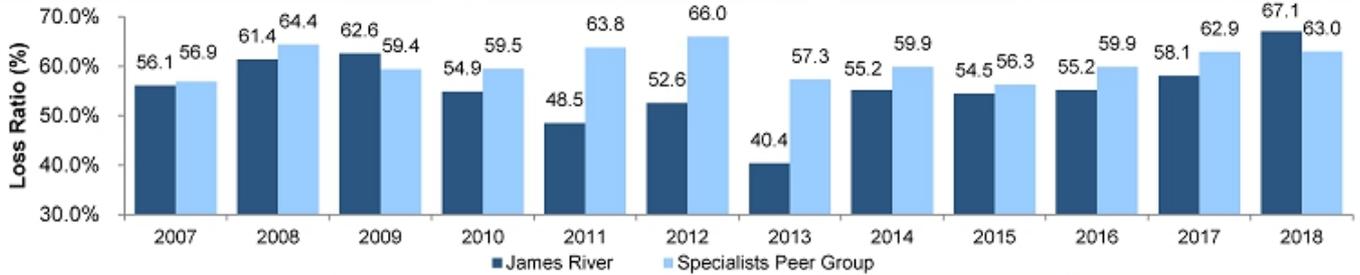
We have proven our willingness to expand and contract when market conditions dictate, and have a strong track record of profitable underwriting in our Core E&S business

Core E&S – GWP Growth vs. Total E&S Industry



Source: A.M. Best report

Core E&S Segment Loss Ratio vs. Surplus Line Specialists Peer Group\*

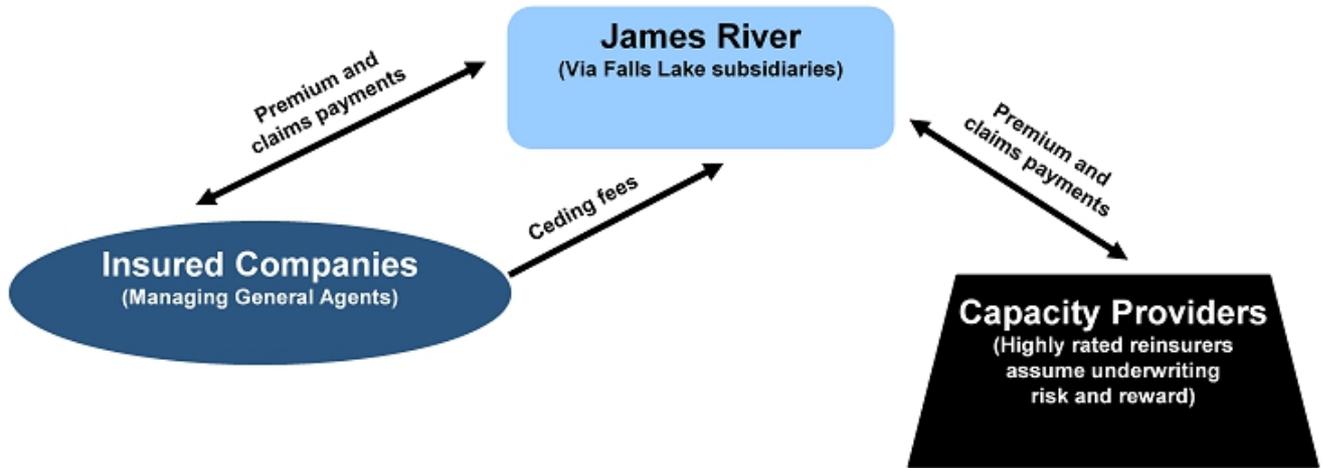


Source: Company filings, A.M. Best data and research, and S&P Global Market Intelligence (and its affiliates, as applicable)  
 \* Specialists Peer Group = Alleghany Insurance Holdings Group, Argo Group, Crum & Forster Insurance Group, Global Indemnity Group, HILG Group, Houston Casualty Group, IFG Companies, Kinsale Insurance Company, Market Corporation Group, RLI Group, W.R. Berkley Insurance Group

	2007-2018 Average
James River	55.6
Specialists Peer Group	60.8

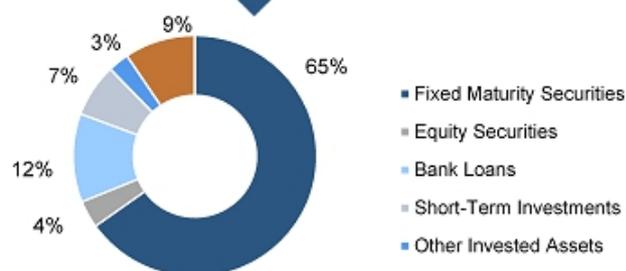
# A Growing Fee Business

## Fee Income Example



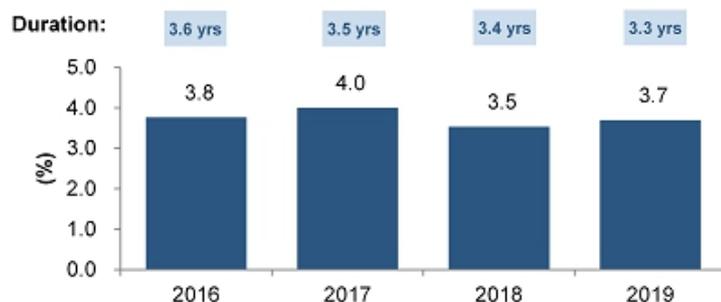
# Traditional Investment Approach Augmented by Higher Yielding Alternatives

## Investment Portfolio (as of December 31, 2019)



Total Cash and Investments: \$2,200MM

## Net Investment Yield



Source: Company filings.

 JAMES RIVER GROUP HOLDINGS, LTD.

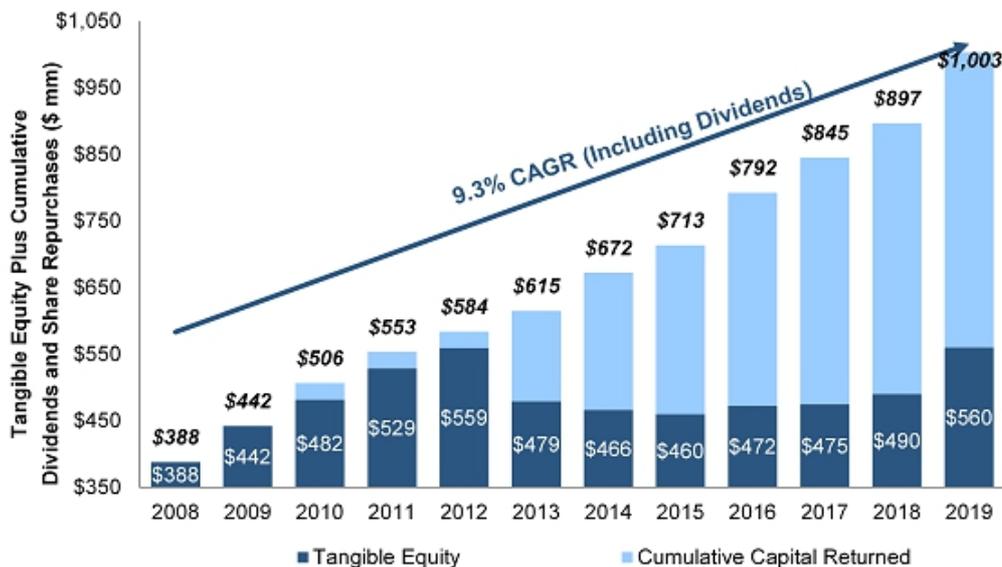
## Commentary

- Our investment portfolio consists of investment grade fixed maturity securities, selectively supplemented by non-traditional investments
- Examples of non-traditional investments we have made include:
  - Participations in floating rate syndicated bank loans, generally senior secured loans with an average credit rating<sup>1</sup> of "B";
  - Equity and debt investments in renewable energy project limited partnerships (~ \$40MM carrying value);
- Weighted average credit rating<sup>2</sup>: "A"
- Negligible exposure to equity markets or correlated equity market exposure

1. Per S&P, or an equivalent rating from another nationally recognized rating agency.  
 2. Per S&P, or an equivalent rating from another nationally recognized rating agency; credit ratings of fixed maturity securities, bank loans and preferred stocks as of December 31, 2019. Copyright © 2019, S&P Global Market Intelligence (and its affiliates, as applicable).

# Capital Management Maximizes Shareholder Value

## Capital Management History



1. Calculated as dividends paid over last 4 quarters of \$1.20 divided by February 24, 2020 closing share price of \$45.44.

Source: Company filings



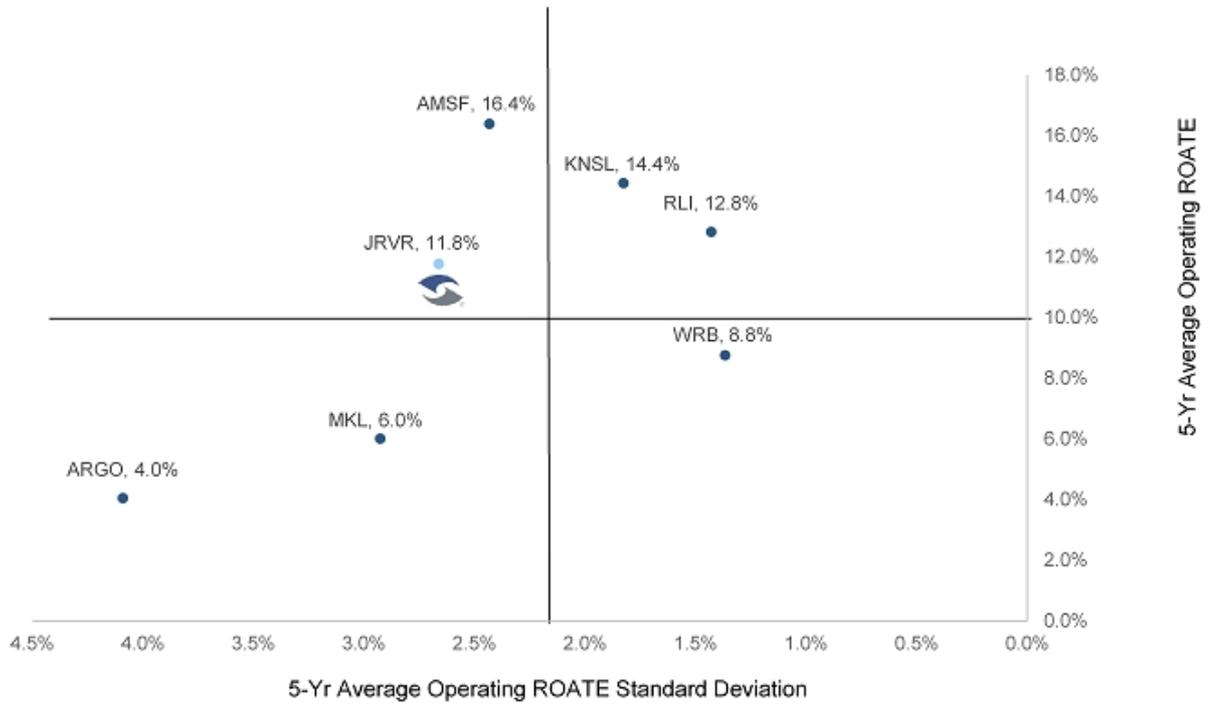
- Current focus on growing book value given the attractive opportunities to put capital to work in our core E&S business
- 20.0% growth in tangible book value per share before dividends during 2019, or 12.6% after payment of the quarterly dividend
- Efficient in returning capital to shareholders when market conditions warrant; \$444 million of capital returned since 2008
- Last twelve month dividend yield of 2.6%<sup>1</sup>



# **Comparative Market Highlights**

# Consistent Top Tier Returns

Best in class risk reward generated with low volatility, sector-leading returns

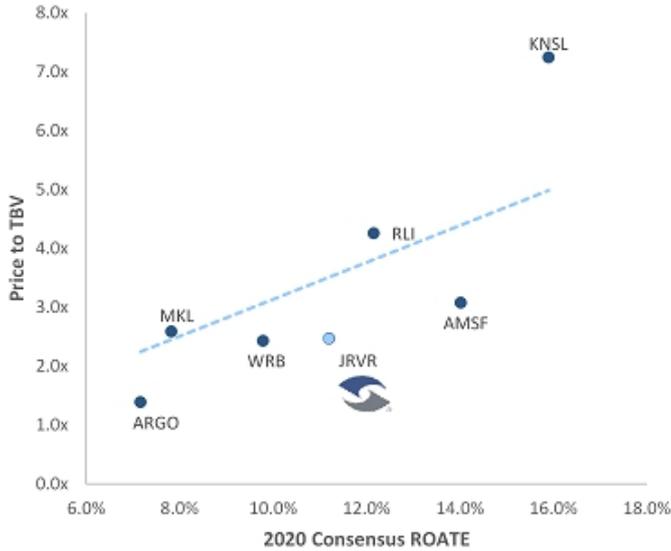


Source: data Copyright © 2020, S&P Global Market Intelligence (and its affiliates, as applicable). Data as of February 24, 2020.

Operating ROATE calculated as trailing twelve month operating returns per share through December 31, 2019 divided by the average of the trailing 5 quarters tangible book value (TBV) per share. Data for KNLS commences January 1, 2017.

# Our Current Valuation Supports Meaningful Upside

P/TBV vs Operating ROTE<sup>1</sup>

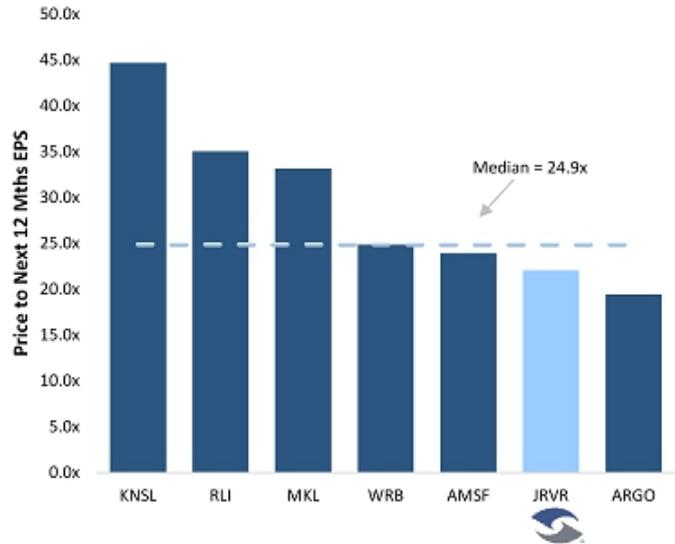


R<sup>2</sup> = 0.5797

Source: data Copyright © 2020, S&P Global Market Intelligence (and its affiliates, as applicable). Data as of February 24, 2020.

<sup>1</sup> Analyst consensus operating earnings per share for the full financial year divided by December 31, 2019 tangible equity per share.

Price/Next Twelve Month Consensus Earnings





## **Appendix**

# James River Group Key Metrics

---

● Exchange/Ticker	NASDAQ / "JRVR"
● Initial Public Offering	\$21.00 (December 12, 2014)
● Current Share Price	\$45.44 (Closing Price February 24, 2020)
● Market Capitalization	\$1.382 billion (February 24, 2020 market close)
● LTM Dividend / Yield	\$1.20 per share = 2.6% yield <sup>1</sup>
● Gross Written Premium	\$1.471 billion in 2019
● Total Capitalization	\$1.041 billion as of December 31, 2019
● AM Best Rating	'A' (Excellent)
● Analyst Coverage and Rating <sup>2</sup>	JMP (Outperform) – Matthew Carletti Dowling (Neutral) – Aaron Woomer KBW (Neutral) – Meyer Shields SunTrust (Neutral) – Mark Hughes UBS (Buy) – Brian Meredith B. Riley FBR (Sell) – Randy Binner

1. Based on Q1 2019, Q2 2019, Q3 2019 and Q4 2019 dividends and closing price of \$45.44 on February 24, 2020.  
2. Current coverage and ratings as of February 24, 2020.



# Non-GAAP Measures Reconciliation

## Non-GAAP Reconciliation

<b>Underwriting Profit (Loss)</b>					
<b>(\$mm)</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>
Underwriting profit (loss) of the operating segments:					
Excess and Surplus Lines	\$ 47.6	\$ 47.2	\$ 29.7	\$ 42.8	\$ 19.2
Specialty Admitted Insurance	1.1	2.9	3.2	7.0	5.9
Casualty Reinsurance	(2.6)	(0.2)	(1.8)	5.1	(7.2)
<b>Total underwriting profit of operating segments</b>	<b>46.1</b>	<b>49.9</b>	<b>31.1</b>	<b>54.9</b>	<b>17.9</b>
Operating expenses of Corporate segment	(18.5)	(20.4)	(25.3)	(26.9)	(27.7)
<b>Underwriting profit</b>	<b>27.6</b>	<b>29.5</b>	<b>5.8</b>	<b>28.0</b>	<b>(9.8)</b>
Net investment income	44.8	52.6	61.1	61.3	75.7
Net realized investment (losses) gains	(4.5)	7.6	(2.0)	(5.5)	(2.9)
Other income and expenses	(0.5)	(1.3)	(0.2)	(0.8)	0.1
Interest expense	(7.0)	(8.5)	(9.0)	(11.6)	(10.6)
Amortization of intangible assets	(0.6)	(0.6)	(0.6)	(0.6)	(0.6)
<b>Income before taxes</b>	<b>\$ 59.8</b>	<b>\$ 79.3</b>	<b>\$ 55.1</b>	<b>\$ 70.8</b>	<b>\$ 51.9</b>

Source: Company filings.

# Non-GAAP Measures Reconciliation

## Non-GAAP Reconciliation

(\$mm)					
Adj. Net Operating Income	2015	2016	2017	2018	2019
<b>Income as reported</b>	<b>\$ 53.5</b>	<b>\$ 74.5</b>	<b>\$ 43.6</b>	<b>\$ 63.8</b>	<b>\$ 38.3</b>
Net realized inv. (gains) losses	4.1	(5.2)	1.4	4.4	3.8
Initial public offering costs	-	-	-	-	-
Dividend withholding taxes	2.5	-	1.0	-	-
Other expenses	0.6	1.1	0.5	1.1	0.8
Interest expense on leased building the Company was previously deemed to own for accounting purposes	0.4	0.9	0.8	1.3	-
<b>Adjusted net operating income</b>	<b>\$ 61.1</b>	<b>\$ 71.3</b>	<b>\$ 47.3</b>	<b>\$ 70.6</b>	<b>\$ 42.9</b>

Tangible Equity	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
<b>Shareholders' equity</b>	<b>\$ 677.8</b>	<b>\$ 724.7</b>	<b>\$ 714.2</b>	<b>\$ 762.4</b>	<b>\$ 784.0</b>	<b>\$ 701.5</b>	<b>\$ 687.9</b>	<b>\$ 681.0</b>	<b>\$ 693.2</b>	<b>\$ 694.7</b>	<b>\$ 709.2</b>	<b>\$ 778.6</b>
Goodwill & intangible assets	(289.8)	(282.4)	(232.7)	(233.9)	(225.0)	(222.6)	(221.9)	(221.3)	(220.7)	(220.2)	(219.3)	(218.8)
<b>Tangible equity</b>	<b>\$ 388.0</b>	<b>\$ 442.3</b>	<b>\$ 481.5</b>	<b>\$ 528.5</b>	<b>\$ 559.0</b>	<b>\$ 478.9</b>	<b>\$ 466.0</b>	<b>\$ 459.7</b>	<b>\$ 472.5</b>	<b>\$ 474.5</b>	<b>\$ 489.9</b>	<b>\$ 559.8</b>
Shares Outstanding (000's)	35,718	35,718	35,718	35,718	36,030	28,540	28,540	28,942	29,258	29,697	29,988	30,424
<b>Tangible Equity per Share</b>	<b>\$ 10.86</b>	<b>\$ 12.38</b>	<b>\$ 13.48</b>	<b>\$ 14.80</b>	<b>\$ 15.52</b>	<b>\$ 16.78</b>	<b>\$ 16.33</b>	<b>\$ 15.89</b>	<b>\$ 16.15</b>	<b>\$ 15.98</b>	<b>\$ 16.34</b>	<b>\$ 18.40</b>

Note: In the Tangible Equity Table, 2008 to 2013 shares outstanding are retroactively adjusted for 50/1 stock split. Additionally, all amounts are as of December 31 for each period indicated.

Source: Company filings.



JAMES RIVER GROUP HOLDINGS, LTD.

**[InvestorRelations@jrgh.net](mailto:InvestorRelations@jrgh.net)**

---