

**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): June 2, 2026

JAMES RIVER GROUP HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-36777

98-0585280

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

1414 Raleigh Road, Suite 405, Chapel Hill, North Carolina, 27517

(Address of principal executive offices)

(Zip Code)

(919) 900-1200

(Registrant's telephone number, including area code)

(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 Stock, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Director Retirement

As previously announced in a Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 14, 2026 by James River Group Holdings, Inc. (the “Company”), on April 8, 2026, Dennis J. Langwell advised the Company that he did not intend to seek re-election as a director at the Company’s 2026 annual meeting of shareholders. On June 2, 2026, Mr. Langwell advised the Company of his resignation as a director of the Company, with effect from June 16, 2026. Neither Mr. Langwell’s decision not to stand for re-election nor his resignation were the result of a disagreement with the Company with respect to any matter relating to the Company’s operations, policies or practices.

Director Appointment

On June 8, 2026, the Board of Directors (the “Board”) of the Company appointed Rajiv Basu as a director of the Company, effective immediately. Mr. Basu was also appointed to serve as Chair of the Audit Committee of the Board.

Mr. Basu will be entitled to the compensation that the Company pays its other non-employee directors in the form of cash and equity. For more information on the compensation of the Company’s directors, please refer to the disclosure under the heading “Compensation of Directors” in the Company’s Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the SEC on April 30, 2026, which disclosure is incorporated herein by reference.

There are no arrangements or understandings between Mr. Basu and any other person pursuant to which he was appointed as a director of the Company. Mr. Basu is not a party to any current or proposed transaction with the Company requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

The Company is furnishing a copy of the press release it issued on June 8, 2026 as Exhibit 99.1 to this Form 8-K, which announced the appointment of Mr. Basu as a director of the Board described in Item 5.02 of this Form 8-K.

The information provided pursuant to this Item 7.01, including Exhibit 99.1, is “furnished” and shall not be deemed to be “filed” with the SEC 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>
99.1	Press Release dated June 8, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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, INC.

Dated: June 8, 2026

By: /s/ Jeanette Miller
Jeanette Miller
Chief Legal Officer



JAMES RIVER GROUP HOLDINGS, INC.SM

James River Announces Director Appointment

Chapel Hill, NC, June 8, 2026 - James River Group Holdings, Inc. ("James River" or the "Company") (NASDAQ: JRVR) today announced that Rajiv Basu has been appointed to the Company's Board of Directors as an independent, non-executive member, effective immediately. Mr. Basu was also appointed as chairperson of the Board's Audit Committee.

"We are very pleased to welcome Rajiv to our Board," said Christine LaSala, Chair of James River's Board of Directors. *"Rajiv brings deep insurance industry knowledge and extensive financial and risk management expertise. We are fortunate to be adding an independent director with Rajiv's wealth of experience to the Board. I would also like to thank Dennis Langwell, who is retiring from the Board, for his service and valuable contributions to the Company."*

Mr. Basu has nearly four decades of experience in accounting, financial reporting and merger and acquisition transactions. He served in various capacities over his 40 year career specializing in insurance at Deloitte & Touche LLP and its predecessor firms, most recently serving as Chief Audit Quality Leader, Southeast Asia and before that as a Senior Client Services Partner serving audit and advisory clients in the insurance industry. Mr. Basu currently serves as an independent director of Assurant, Inc. where he is a member of the audit and the finance and risk committees. He is a Fellow member of the Institute of Chartered Accountants in England and Wales and a New York certified public accountant.

Forward-Looking Statements

This press release 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, should, 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. Information about these risks and uncertainties is contained in our filings with the U.S. Securities and Exchange Commission, including our most recently filed Annual Report on Form 10-K and Quarterly Report on 10-Q. 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.

About James River Group Holdings, Inc.

James River Group Holdings, Inc. is a holding company that owns and operates a group of specialty insurance companies. The Company operates in two specialty property-casualty insurance segments: Excess and Surplus Lines and Specialty Admitted Insurance. Each of the Company's regulated insurance subsidiaries are rated "A-" (Excellent) by A.M. Best Company. Visit James River Group Holdings, Inc. on the web at <https://jrvrgroup.com/>.

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