

OXBRIDGE RE HOLDINGS Ltd
 Form 4/A
 June 13, 2016

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Madhu Sanjay

2. Issuer Name and Ticker or Trading Symbol
 OXBRIDGE RE HOLDINGS Ltd
 [OXBR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO, President

(Last) (First) (Middle)
 STRATHVALE HOUSE, 2ND FLOOR, 90 NORTH CHURCH STREET, P.O. BOX 469
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/06/2016

GRAND CAYMAN, E9 KY1-9006
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/08/2016

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 06/06/2016 | | P | | 2,000 | A | \$ 5.17 |
| Ordinary Shares | | | | | 40,000 | | |

See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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) | 8. Price of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrants | \$ 7.5 | | | | | <u>(4)</u> | 05/31/2018 | Ordinary Shares | 105,000 |
| Warrants | \$ 7.5 | | | | | <u>(4)</u> | 03/31/2019 | Ordinary Shares | 98,768 |
| Share Options (right to buy) | \$ 6 | | | | | <u>(5)</u> | 01/23/2025 | Ordinary Shares | 120,000 |
| Share Options (right to buy) | \$ 6 | | | | | <u>(5)</u> | 01/16/2026 | Ordinary Shares | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Madhu Sanjay STRATHVALE HOUSE, 2ND FLOOR 90 NORTH CHURCH STREET, P.O. BOX 469 GRAND CAYMAN, E9 KY1-9006 | X | | CEO, President | |

Signatures

/s/ Curt P. Creely, Attorney-in-Fact for Sanjay
Madhu

06/13/2016

__Signature of Reporting Person

Date

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) This amended Form 4 is being filed to restate the Form 4 filed on June 8, 2016 to include all holdings and to correct the total number of ordinary shares held by Universal Finance and Investments, L.C. following the reported transaction.

Shares indirectly held in the name of Universal Finance and Investments, L.C. The reporting person disclaims beneficial ownership of
- (2) these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of the reporting person's pecuniary interest in such securities.

Includes restricted shares granted January 23, 2015 that vest in increments of 6.25% each on a quarterly basis over a four-year period,
- (3) commencing on the date granted, and continuing on April 1st, July 1st, October 1st and January 1st of each calendar year through to December 31, 2018.
- (4) Immediately exercisable.
- (5) These share options vest in increments of 6.25% each on a quarterly basis over a four-year period, commencing on the date granted, and continuing on April 1st, July 1st, October 1st and January 1st of each calendar year through to December 31, 2018.

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.