

Rendall Peter A.
Form 4
February 28, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rendall Peter A.

2. Issuer Name **and** Ticker or Trading
Symbol
National General Holdings Corp.
[NGHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2019

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
COO

C/O NGHC, 59 MAIDEN LANE,
38TH FLOOR

(Street)

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

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

NEW YORK, NY 10038

(City) (State) (Zip)

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. 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	02/26/2019		M	7,030 (1)	A \$ 0 7,047	D	
Common Stock, \$.01 par value	02/26/2019		F	2,832 (2)	D \$ 0 4,215	D	
Common Stock, \$.01 par value	02/26/2019		M	2,669 (3)	A \$ 0 6,884	D	
Common	02/26/2019		F	1,057	D \$ 0 5,827	D	

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Stock, \$.01 par value			(4)				
Common Stock, \$.01 par value	02/28/2019	M	6,431 (5)	A	\$ 0	12,258	D
Common Stock, \$.01 par value	02/28/2019	F	2,400 (6)	D	\$ 0	9,858	D

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

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(9-02)

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(7)</u>	02/26/2019		M			7,030	<u>(8)</u>	<u>(8)</u>	Common Stock, \$.01 par value	7,030
Restricted Stock Units	<u>(7)</u>	02/26/2019		M			2,669	<u>(9)</u>	<u>(9)</u>	Common Stock, \$.01 par value	2,669
Restricted Stock Units	<u>(7)</u>	02/28/2019		M			6,431	<u>(10)</u>	<u>(10)</u>	Common Stock, \$.01 par value	6,431
Restricted Stock Units	<u>(7)</u>	02/26/2019		A		42,773		<u>(11)</u>	<u>(11)</u>	Common Stock, \$.01 par value	42,773

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rendall Peter A. C/O NGHC 59 MAIDEN LANE, 38TH FLOOR NEW YORK, NY 10038			COO	

Signatures

/s/ Peter A. Rendall 02/28/2019

**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) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Rendall on February 26, 2018.
 - (2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Rendall on February 26, 2018.
 - (3) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Rendall on February 26, 2016.
 - (4) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Rendall on February 26, 2016.
 - (5) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Rendall on February 28, 2017.
 - (6) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Rendall on February 28, 2017.
 - (7) Each restricted stock unit represents a contingent right to receive one share of National General Holdings Corp.'s common stock.
 - (8) On February 26, 2018, Mr. Rendall received restricted stock units representing 21,090 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
On February 26, 2016, Mr. Rendall received restricted stock units representing 8,004 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
 - (9) On February 26, 2016, Mr. Rendall received restricted stock units representing 8,004 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
 - (10) On February 28, 2017, Mr. Rendall received restricted stock units representing 19,293 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
 - (11) On February 26, 2019, Mr. Rendall received restricted stock units representing 42,773 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

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.