

# Section 1: 4 (FORM 4 SUBMISSION)

## 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 *<br>Bullock Jay Stanley                       |  | 2. Issuer Name and Ticker or Trading Symbol<br>Argo Group International Holdings, Ltd. [AGII] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>Chief Financial Officer |  |
| (Last) (First) (Middle)<br>ARGO GROUP INTERNATIONAL HOLDINGS, LTD., 110 PITTS BAY ROAD |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/16/2015                                |  |  |  |
| (Street)<br>PEMBROKE, D0 HM 08   |  | 4. If Amendment, Date Original Filed (Month/Day/Year)   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)   |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>       |  |  |  |

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |       |
|------------------------------------|---|---|-----------------------------------|---|--|------------|--|---|--|-------|
|                                    |   |   | Code                              | V | Amount   | (A) or (D) |  |   |  | Price |
| Common Stock                       | 03/16/2015                              |   | M                                 |   | 22,584   | A          | \$31.62  | 90,846 <sup>(1)</sup>                                       | D  |       |
| Common Stock                       | 03/16/2015                              |   | F                                 |   | 17,600   | D          | \$51.02  | 73,246  | D  |       |

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                 | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|---|------------|--|-----------------|---|---|---|---|
|   |  |   |   | Code                              | V |  | (A)   | (D)        | Date Exercisable   | Expiration Date |   |   |   |   |
| Employee Stock Option (right to buy)          | \$31.62 <sup>(2)</sup>                                 | 03/16/2015                              |   | M                                 |   | 22,584 <sup>(2)</sup>  | <sup>(3)</sup>  | 05/13/2015 | Common Stock   | 22,584          | \$ 0  | 0   | D   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Bullock Jay Stanley<br>ARGO GROUP INTERNATIONAL HOLDINGS, LTD.<br>110 PITTS BAY ROAD<br>PEMBROKE, D0 HM 08 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Craig S. Comeaux, attorney-in-fact

\*\*Signature of Reporting Person

03/18/2015

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) Includes the effect of Argo Group's 10% stock dividend paid on March 16, 2015.

(2) Includes the effect of an adjustment for Argo Group's 10% stock dividend paid on March 16, 2015.

(3) The option vested in four equal annual installments beginning on May 13, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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