Section 1: 4 (FORM 4 SUBMISSION)

**FORM 4**

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

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
   WOODS GARY V
   ARGU GROUP INTERNATIONAL HOLDINGS, LTD., 110 PITTS BAY ROAD
   PEBBROKE, HM 08, D0

2. Issuer Name and Ticker or Trading Symbol
   Argo Group International Holdings, Ltd. [AGII]

3. Date of Earliest Transaction (Month/Day/Year)
   08/18/2015

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X 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

| Title of Security      | Transaction Date (Month/Day/Year) | Deemed Execution Date, if any (Month/Day/Year) | Transaction Code | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------|-----------------------------------|------------------------------------------------|------------------|---------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| Common Stock           | 08/18/2015                        | M                                              | 6,050 A          | $21.85                                                        | 17,019                                                                           | D                                                                                                                 |                                                                                     |
| Common Stock           | 08/18/2015                        | D                                              | 3,394 D          | $58.66                                                        | 13,625                                                                           | D                                                                                                                 |                                                                                     |

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

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Date Exercisable (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Appreciation Rights</td>
<td>$21.85 (1)</td>
<td>08/18/2015</td>
<td>M</td>
<td>6,050 (2)</td>
<td>05/05/2016</td>
<td>Common Stock</td>
<td>6,050</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
</tbody>
</table>

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WOODS GARY V</td>
<td></td>
</tr>
<tr>
<td>ARGO GROUP INTERNATIONAL HOLDINGS, LTD.</td>
<td>10% Owner</td>
</tr>
<tr>
<td>110 PITTS BAY ROAD</td>
<td>Director</td>
</tr>
<tr>
<td>PEMBROKE, HM 08, D0</td>
<td>Other</td>
</tr>
</tbody>
</table>

**SEC 1474 (9-02)**

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Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


(1) Includes the effect of an adjustment for Argo Group's 10% stock dividends paid on June 17, 2013 and March 16, 2015.

(2) The stock appreciation rights vested on the calendar day immediately preceding Argo Group's 2010 annual general meeting of shareholders.

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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