Section 1: 4 (FORM 4 SUBMISSION)

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

CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).

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OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response...

1. Name and Address of Reporting Person - Schmidt Axel

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

3. Date of Earliest Transaction (Month/Day/Year) - 02/21/2016

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

_____ Director

_____ 10% Owner

__X__ Officer (give title below)

_____ Other (specify below)

Chief Underwriting Officer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/21/2016</td>
<td>A</td>
<td>2,867 (A) $0</td>
<td>15,016</td>
<td>D</td>
</tr>
<tr>
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</tbody>
</table>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Underlying Securities (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. 3 and 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>$47.88[2]</td>
<td>02/21/2016</td>
<td></td>
<td>A</td>
<td>16,348</td>
<td>02/25/2022</td>
<td>Common Stock 16,348</td>
<td>A ($0)</td>
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</table>

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Schmidt Axel</td>
<td></td>
</tr>
<tr>
<td>ARGO GROUP INTERNATIONAL HOLDINGS, LTD. 110 PITTS BAY ROAD PEMBROKE,, D0 HM 08</td>
<td>Chief Underwriting Officer</td>
</tr>
</tbody>
</table>

Signatures

/s/ Craig S. Comeaux, attorney-in-fact 02/23/2016
Explanation of Responses:

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


(1) The stock appreciation rights vest in four equal annual installments, with the first installment on February 25, 2016.

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

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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