### 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

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OMB APPROVAL

OMB Number: 3235-0287  
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**Reporting Owners**

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

**Signatures**
Explanation of Responses:

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


(1) Each stock unit is the economic equivalent of one share of Argo Group's common stock. The stock units become payable in cash at the time, or at a specified time after, the reporting person ceases to serve as an Argo Group director.

(2) The stock units reported hereunder are grants under the Argo Group International Holdings Limited Deferred Compensation Plan for Non-Employee Directors. The closing price of Argo Group's common stock on the date of this grant was $51.54.

(3) Includes the effect of Argo Group's 10% stock dividend paid on June 15, 2016.

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.

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