

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Richardson Laurence B. II</u>  (Last) (First) (Middle) C/O WATFORD HOLDINGS LTD. WATERLOO HOUSE 1ST FLOOR 100 PITTS BAY ROAD  (Street) PEMBROKE D0 HM 08  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Watford Holdings Ltd. [ WTRE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, par value \$0.01/share	07/01/2021		D		20,731	D	\$35 <sup>(1)</sup>	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Share Units - 2020	(2)	07/01/2021		D			6,340	(2)	(2)	Common Shares, par value \$0.01/share	\$0	0	D	

**Explanation of Responses:**

- On July 1, 2021, pursuant to the Agreement and Plan of Merger, dated October 9, 2020, among Watford Holdings Ltd. (the "Company"), Arch Capital Group Ltd. and Greysbridge Ltd. ("Merger Sub"), as amended by Amendment No. 1, dated November 2, 2020, Merger Sub merged with and into the Company, with the Company surviving as a subsidiary of Greysbridge Holdings Ltd. (the "Merger"). At the effective time of the Merger, these common shares were cancelled and converted into the right to receive \$35.00 in cash per share.
- Pursuant to the Merger Agreement, (i) each performance-based restricted share unit grant held by the Reporting Person automatically vested in full on the basis of assuming the achievement in full of the applicable performance metric at the target level of performance and was canceled and converted into the right to receive and (ii) each time-based restricted share unit grant held by the Reporting Person automatically vested in full and was canceled and converted into the right to receive, in each case with respect to each common share of the Company subject to such restricted share unit, the Merger Consideration, less any applicable withholding.

**Remarks:**

/s/ Jonathan Levy, as attorney-in-fact 07/01/2021

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.