

GREENLIGHT CAPITAL RE, LTD.

Form 4

July 06, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Goldberg Leonard R

2. Issuer Name **and** Ticker or Trading  
Symbol  
GREENLIGHT CAPITAL RE, LTD.  
[GLRE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
505 SOUTH ORANGE AVE, UNIT  
402

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/05/2017

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)  
SARASOTA, FL 34236

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 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)
CLASS A ORDINARY SHARES	07/05/2017		M	12,500	A \$ 19.6	170,021	D
CLASS A ORDINARY SHARES	07/05/2017		F <sup>(1)</sup>	11,422	D \$ 19.6	158,599	D
CLASS A ORDINARY SHARES	07/05/2017		S <sup>(2)</sup>	1,078	D \$ <sup>(3)</sup> 21.19	157,521	D
CLASS A						22,870	I See

ORDINARY SHARES						footnote (4)
CLASS A ORDINARY SHARES	12,000	I				See footnote (5)

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.6	07/05/2017		M		12,500		08/15/2010	08/15/2017	CLASS A ORDINARY SHARES	12,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Goldberg Leonard R 505 SOUTH ORANGE AVE UNIT 402 SARASOTA, FL 34236	X

## Signatures

/s/ Tim Courtis as  
attorney-in-fact 07/06/2017

\_\_Signature of Reporting Person

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) These shares were disposed by the reporting person to the issuer in lieu of the exercise price as the reporting person opted for a cashless exercise.

(2) These shares were sold pursuant to a trading plan adopted by the Reporting Person on August 17, 2015, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

(3) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple trades at prices ranging from \$21.05 to \$21.25, inclusive. The Reporting Person hereby undertakes to provide upon request to the SEC staff, Greenlight Capital Re, Ltd., or any security holders of Greenlight Capital Re, Ltd., full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) These shares are held for the account of a trust for which the Reporting Person retains beneficial ownership.

(5) These shares are held for the account of a trust for the behalf of the Reporting Person's immediate family members. The Reporting Person's spouse is trustee of the trust.

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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