

RLI CORP  
Form 4  
May 07, 2010

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bryant Todd Wayne

(Last) (First) (Middle)  
9025 N. LINDBERGH DRIVE  
(Street)

PEORIA, IL 61615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
RLI CORP [RLI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/06/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice President, Controller

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	6,144.1606	I	Employee Stock Ownership Plan

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

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SEC 1474 (9-02)

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**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	\$ 56.34	05/06/2010		A	4,500	05/06/2011 <sup>(1)</sup>	05/06/2018	Common Stock	4,500
Stock Option	\$ 47.51					08/28/2007 <sup>(1)</sup>	08/28/2016	Common Stock	700
Stock Option	\$ 56.09					05/03/2008 <sup>(1)</sup>	05/03/2017	Common Stock	700
Stock Option	\$ 50					05/01/2009 <sup>(1)</sup>	05/01/2018	Common Stock	750
Stock Option	\$ 47.81					03/02/2010 <sup>(1)</sup>	03/02/2019	Common Stock	1,000
Stock Option	\$ 46.9					05/07/2010 <sup>(1)</sup>	05/07/2017	Common Stock	3,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bryant Todd Wayne 9025 N. LINDBERGH DRIVE PEORIA, IL 61615			Vice President, Controller	

## Signatures

/s/ Todd W.  
Bryant  
05/07/2010  
Date

\*\*Signature of Reporting Person

## 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)

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Pursuant to option schedule wherein 20% of the aggregate number of shares granted may be exercised commencing one year from grant date and each year thereafter in 20% increments.

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. olid #000000">

Citizenship or Place of Organization

Cayman Islands

Number of  
Shares  
Beneficially  
by  
Owned by  
Such  
Reporting  
Person  
With:

5.

Sole Voting Power

0

6.

Shared Voting Power

27,419<sup>(1)</sup>

7.

Sole Dispositive Power

0

Explanation of Responses:

8.

Shared Dispositive Power

27,419<sup>(1)</sup>

9.

Aggregate Amount Beneficially Owned by Each Reporting Person

27,419<sup>(1)</sup>

10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11.

Percent of Class Represented by Amount in Row (9)

0.1%<sup>(2)</sup>

12.

Type of Reporting Person (See Instructions)

PN

- (1) Includes 6,424 Class A Ordinary Shares and 20,995 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.
- (2) Based on: (i) 18,381,059 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2011; and (ii) the fact that each Class B Ordinary Share is convertible into one Class A Ordinary Share. U.N. Co-Investment Fund V (Cayman), L.P. beneficially owns: (a) 0.2% of the Class B Ordinary Shares outstanding; (b) 0.1% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 0.2% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

Explanation of Responses:



CUSIP No. G39319101

1. Names of Reporting Persons.

U.N. Co-Investment Fund VI (Cayman), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

by

Owned by 2,883<sup>(1)</sup>  
7. Sole Dispositive Power

Such

Reporting

0

Person 8. Shared Dispositive Power

With:

2,883<sup>(1)</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,883<sup>(1)</sup>

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Explanation of Responses:

0.0%<sup>(2)</sup>

12. Type of Reporting Person (See Instructions)

PN

- (1) Includes 675 Class A Ordinary Shares and 2,208 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.
- (2) Based on: (i) 18,381,059 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2011; and (ii) the fact that each Class B Ordinary Share is convertible into one Class A Ordinary Share. U.N. Co-Investment Fund VI (Cayman), L.P. beneficially owns: (a) 0.0% of the Class B Ordinary Shares outstanding; (b) 0.0% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 0.0% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1. Names of Reporting Persons.

U.N. Co-Investment Fund VII (Cayman), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

by

Owned by 2,500<sup>(1)</sup>  
7. Sole Dispositive Power

Such

Reporting

0

Person 8. Shared Dispositive Power

With:

2,500<sup>(1)</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,500<sup>(1)</sup>

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Explanation of Responses:



0.0%<sup>(2)</sup>

12. Type of Reporting Person (See Instructions)

PN

- (1) Includes 0 Class A Ordinary Shares and 2,500 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.
- (2) Based on: (i) 18,381,059 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2011; and (ii) the fact that each Class B Ordinary Share is convertible into one Class A Ordinary Share. U.N. Co-Investment Fund VII (Cayman), L.P. beneficially owns: (a) 0.0% of the Class B Ordinary Shares outstanding; (b) 0.0% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 0.0% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1. Names of Reporting Persons.

U.N. Co-Investment Fund VIII (Cayman), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

by

Owned by 1,442<sup>(1)</sup>  
7. Sole Dispositive Power

Such

Reporting

0

Person 8. Shared Dispositive Power

With:

1,442<sup>(1)</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,442<sup>(1)</sup>

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Explanation of Responses:

0.0%<sup>(2)</sup>

12. Type of Reporting Person (See Instructions)

PN

- (1) Includes 338 Class A Ordinary Shares and 1,104 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.
- (2) Based on: (i) 18,381,059 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2011; and (ii) the fact that each Class B Ordinary Share is convertible into one Class A Ordinary Share. U.N. Co-Investment Fund VIII (Cayman), L.P. beneficially owns: (a) 0.0% of the Class B Ordinary Shares outstanding; (b) 0.0% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 0.0% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1. Names of Reporting Persons.

U.N. Co-Investment Fund IX (Cayman), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

by

Owned by 8,226<sup>(1)</sup>  
7. Sole Dispositive Power

Such

Reporting

0

Person 8. Shared Dispositive Power

With:

8,226<sup>(1)</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,226<sup>(1)</sup>

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Explanation of Responses:

0.0%<sup>(2)</sup>

12. Type of Reporting Person (See Instructions)

PN

- (1) Includes 1,927 Class A Ordinary Shares and 6,299 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.
- (2) Based on: (i) 18,381,059 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2011; and (ii) the fact that each Class B Ordinary Share is convertible into one Class A Ordinary Share. U.N. Co-Investment Fund IX (Cayman), L.P. beneficially owns: (a) 0.1% of the Class B Ordinary Shares outstanding; (b) 0.0% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 0.0% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

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CUSIP No. G39319101

1. Names of Reporting Persons.

Saul A. Fox

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

by

Owned by 16,523,870<sup>(1)</sup>

7. Sole Dispositive Power

Such

Reporting

0

Person 8. Shared Dispositive Power

With:

16,523,870<sup>(1)</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

16,523,870<sup>(1)</sup>

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Explanation of Responses:

54.3%<sup>(2)</sup>

12. Type of Reporting Person (See Instructions)

IN

- (1) Includes 4,462,500 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.
- (2) Based on: (i) 18,381,059 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2011; and (ii) the fact that each Class B Ordinary Share is convertible into one Class A Ordinary Share. Saul A. Fox beneficially owns: (a) 100.0% of the Class B Ordinary Shares outstanding; (b) 54.3% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 90.0% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1. Names of Reporting Persons.

Mercury Assets Delaware, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

by

Owned by 691,576<sup>(1)</sup>  
7. Sole Dispositive Power

Such

Reporting

0

Person 8. Shared Dispositive Power

With:

691,576<sup>(1)</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

691,576<sup>(1)</sup>

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Explanation of Responses:



2.3%<sup>(2)</sup>

12. Type of Reporting Person (See Instructions)

OO

- (1) Includes 691,576 Class A Ordinary Shares and 0 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.
- (2) Based on: (i) 18,381,059 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2011; and (ii) the fact that each Class B Ordinary Share is convertible into one Class A Ordinary Share. Mercury Assets Delaware, LLC beneficially owns: (a) 0.0% of the Class B Ordinary Shares outstanding; (b) 2.3% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 0.5% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1. Names of Reporting Persons.

The Mercury Trust

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

by

Owned by 691,576<sup>(1)</sup>  
7. Sole Dispositive Power

Such

Reporting

0

Person 8. Shared Dispositive Power

With:

691,576<sup>(1)</sup>

9. Aggregate Amount Beneficially Owned by Each Reporting Person

691,576<sup>(1)</sup>

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

Explanation of Responses:

2.3%<sup>(2)</sup>

12. Type of Reporting Person (See Instructions)

OO

- (1) Includes 691,576 Class A Ordinary Shares and 0 Class B Ordinary Shares. Each Class B Ordinary Share has 10 votes per share and is convertible into one Class A Ordinary Share.
- (2) Based on: (i) 18,381,059 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2011; and (ii) the fact that each Class B Ordinary Share is convertible into one Class A Ordinary Share. The Mercury Trust beneficially owns: (a) 0.0% of the Class B Ordinary Shares outstanding; (b) 2.3% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Ordinary Share has 10 votes and each Class A Ordinary Share has one vote, 0.5% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

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**Item 1.**

(a) Name of Issuer:  
Global Indemnity Plc

(b) Address of Issuer's Principal Executive Offices:  
Arthur Cox Building

Earlsfort Terrace

Dublin, Ireland

**Item 2.**

(a) Name of Person Filing:  
Fox Paine International GP, Ltd.

Fox Paine & Company, LLC

Fox Paine Capital International GP, L.P.

Fox Paine Capital Co-Investors International GP, Ltd.

Fox Paine Capital Fund II International, L.P.

U.N. Holdings (Cayman) II, Ltd.

U.N. Holdings (Cayman), Ltd.

U.N. Co-Investment Fund I (Cayman), L.P.

U.N. Co-Investment Fund II (Cayman), L.P.

U.N. Co-Investment Fund III (Cayman), L.P.

U.N. Co-Investment Fund IV (Cayman), L.P.

U.N. Co-Investment Fund V (Cayman), L.P.

U.N. Co-Investment Fund VI (Cayman), L.P.

U.N. Co-Investment Fund VII (Cayman), L.P.

U.N. Co-Investment Fund VIII (Cayman), L.P.

U.N. Co-Investment Fund IX (Cayman), L.P.

Saul A. Fox

Explanation of Responses:

Mercury Assets Delaware, LLC

The Mercury Trust

(b) Address of Principal Business Office or, if none, Residence:  
c/o Fox Paine & Company, LLC, 3500 Alameda de las Pulgas, Menlo Park, California 94025

(c) Citizenship:  
Fox Paine International GP, Ltd. Cayman Islands

Fox Paine & Company, LLC Cayman Islands

Fox Paine Capital International GP, L.P. Cayman Islands

Fox Paine Capital Co-Investors International GP, Ltd. Cayman Islands

Fox Paine Capital Fund II International, L.P. Cayman Islands

U.N. Holdings (Cayman) II, Ltd. Cayman Islands

U.N. Holdings (Cayman), Ltd. Cayman Islands

U.N. Co-Investment Fund I (Cayman), L.P. Cayman Islands

U.N. Co-Investment Fund II (Cayman), L.P. Cayman Islands

U.N. Co-Investment Fund III (Cayman), L.P. Cayman Islands

U.N. Co-Investment Fund IV (Cayman), L.P. Cayman Islands

U.N. Co-Investment Fund V (Cayman), L.P. Cayman Islands

U.N. Co-Investment Fund VI (Cayman), L.P. Cayman Islands

U.N. Co-Investment Fund VII (Cayman), L.P. Cayman Islands

U.N. Co-Investment Fund VIII (Cayman), L.P. Cayman Islands

U.N. Co-Investment Fund IX (Cayman), L.P. Cayman Islands

Saul A. Fox United States

Mercury Assets Delaware, LLC Delaware

The Mercury Trust California

(d) Title of Class of Securities:  
Class A Ordinary Shares, \$0.0001 par value per share

(e) CUSIP Number: G39319101

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e)  An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E)
- (f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F)
- (g)  A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G)
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3)
- (j)  A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J)
- (k)  Group, in accordance with Section 240.13d-1(b)(1)(ii)(K)

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

Explanation of Responses:

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Fox Paine International GP, Ltd.	15,832,294 shares, consisting of 3,770,924 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares
Fox Paine & Company, LLC	15,832,294 shares, consisting of 3,770,924 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares
Fox Paine Capital International GP, L.P.	15,832,294 shares, consisting of 3,770,924 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares
Fox Paine Capital Co-Investors International GP, Ltd.	1,200,232 shares, consisting of 280,618 Class A Ordinary Shares and 919,614 Class B Ordinary Shares
Fox Paine Capital Fund II International, L.P.	14,632,062 shares, consisting of 3,490,306 Class A Ordinary Shares and 11,141,756 Class B Ordinary Shares
U.N. Holdings (Cayman) II, Ltd.	8,647,289 shares, consisting of 2,952,558 Class A Ordinary Shares and 5,694,731 Class B Ordinary Shares
U.N. Holdings (Cayman), Ltd.	5,984,773 shares, consisting of 537,748 Class A Ordinary Shares and 5,447,025 Class B Ordinary Shares
U.N. Co-Investment Fund I (Cayman), L.P.	553,490 shares, consisting of 129,678 Class A Ordinary Shares and 423,812 Class B Ordinary Shares
U.N. Co-Investment Fund II (Cayman), L.P.	432,640 shares, consisting of 101,364 Class A Ordinary Shares and 331,276 Class B Ordinary Shares
U.N. Co-Investment Fund III (Cayman), L.P.	144,213 shares, consisting of 33,788 Class A Ordinary Shares and 110,425 Class B Ordinary Shares
U.N. Co-Investment Fund IV (Cayman), L.P.	27,419 shares, consisting of 6,424 Class A Ordinary Shares and 20,995 Class B Ordinary Shares
U.N. Co-Investment Fund V (Cayman), L.P.	27,419 shares, consisting of 6,424 Class A Ordinary Shares and 20,995 Class B Ordinary Shares
U.N. Co-Investment Fund VI (Cayman), L.P.	2,883 shares, consisting of 675 Class A Ordinary Shares and 2,208 Class B Ordinary Shares
U.N. Co-Investment Fund VII (Cayman), L.P.	2,500 shares, consisting of 0 Class A Ordinary Shares and 2,500 Class B Ordinary Shares

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U.N. Co-Investment Fund VIII (Cayman), L.P.	1,442 shares, consisting of 338 Class A Ordinary Shares and 1,104 Class B Ordinary Shares
U.N. Co-Investment Fund IX (Cayman), L.P.	8,226 shares, consisting of 1,927 Class A Ordinary Shares and 6,299 Class B Ordinary Shares
Saul A. Fox	16,523,870 shares, consisting of 4,462,500 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares
Mercury Assets Delaware, LLC	691,576 shares, consisting of 691,576 Class A Ordinary Shares and 0 Class B Ordinary Shares
The Mercury Trust	691,576 shares, consisting of 691,576 Class A Ordinary Shares and 0 Class B Ordinary Shares

(b) Percent of class:

Fox Paine International GP, Ltd.	52.0%
Fox Paine & Company, LLC	52.0%
Fox Paine Capital International GP, L.P.	52.0%
Fox Paine Capital Co-Investors International GP, Ltd.	3.9%
Fox Paine Capital Fund II International, L.P.	48.1%
U.N. Holdings (Cayman) II, Ltd.	28.4%
U.N. Holdings (Cayman), Ltd.	19.7%
U.N. Co-Investment Fund I (Cayman), L.P.	1.8%
U.N. Co-Investment Fund II (Cayman), L.P.	1.4%
U.N. Co-Investment Fund III (Cayman), L.P.	0.5%
U.N. Co-Investment Fund IV (Cayman), L.P.	0.1%
U.N. Co-Investment Fund V (Cayman), L.P.	0.1%
U.N. Co-Investment Fund VI (Cayman), L.P.	0.0%
U.N. Co-Investment Fund VII (Cayman), L.P.	0.0%
U.N. Co-Investment Fund VIII (Cayman), L.P.	0.0%
U.N. Co-Investment Fund IX (Cayman), L.P.	0.0%
Saul A. Fox	54.3%
Mercury Assets Delaware, LLC	2.3%
The Mercury Trust	2.3%

(c) Number of shares as to which the person has:

	Sole power to	Shared power to
	dispose or	dispose or to
	to	dispose or to
	direct the	direct the
	disposition	disposition of
	of	disposition of
	the vote	the vote
Fox Paine International GP, Ltd.	15,832,294	15,832,294
Fox Paine & Company, LLC	15,832,294	15,832,294
Fox Paine Capital International GP, L.P.	15,832,294	15,832,294
Fox Paine Capital Co-Investors International GP, Ltd.	1,200,232	1,200,232
Fox Paine Capital Fund II International, L.P.	14,632,062	14,632,062
U.N. Holdings (Cayman) II, Ltd.	8,647,289	8,647,289
U.N. Holdings (Cayman), Ltd.	5,984,773	5,984,773



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U.N. Co-Investment Fund I (Cayman), L.P.	553,490	553,490
U.N. Co-Investment Fund II (Cayman), L.P.	432,640	432,640

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U.N. Co-Investment Fund III (Cayman), L.P.	144,213	144,213
U.N. Co-Investment Fund IV (Cayman), L.P.	27,419	27,419
U.N. Co-Investment Fund V (Cayman), L.P.	27,419	27,419
U.N. Co-Investment Fund VI (Cayman), L.P.	2,883	2,883
U.N. Co-Investment Fund VII (Cayman), L.P.	2,500	2,500
U.N. Co-Investment Fund VIII (Cayman), L.P.	1,442	1,442
U.N. Co-Investment Fund IX (Cayman), L.P.	8,226	8,226
Saul A. Fox	16,523,870	16,523,870
Mercury Assets Delaware, LLC	691,576	691,576
The Mercury Trust	691,576	691,576

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2012  
Date

Fox Paine International GP, Ltd.  
Fox Paine & Company, LLC  
Fox Paine Capital International GP, L.P.  
Fox Paine Capital Co-Investors International GP, Ltd.  
Fox Paine Capital Fund II International, L.P.  
U.N. Holdings (Cayman) II, Ltd.  
U.N. Holdings (Cayman), Ltd.  
U.N. Co-Investment Fund I (Cayman), L.P.  
U.N. Co-Investment Fund II (Cayman), L.P.  
U.N. Co-Investment Fund III (Cayman), L.P.  
U.N. Co-Investment Fund IV (Cayman), L.P.  
U.N. Co-Investment Fund V (Cayman), L.P.  
U.N. Co-Investment Fund VI (Cayman), L.P.  
U.N. Co-Investment Fund VII (Cayman), L.P.  
U.N. Co-Investment Fund VIII (Cayman), L.P.  
U.N. Co-Investment Fund IX (Cayman), L.P.  
Saul A. Fox  
Mercury Assets Delaware, LLC  
The Mercury Trust

By: /s/ Saul A. Fox  
Name: Saul A. Fox  
Title: Authorized Signatory

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