

BLACKBERRY Ltd
Form SC 13D/A
February 26, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

BlackBerry Limited

(Name of Issuer)

Common Shares

(Title of Class of Securities)

09228F103

(CUSIP Number)

Paul Rivett

President

Fairfax Financial Holdings Limited

95 Wellington Street West, Suite 800

Toronto, Ontario, Canada, M5J 2N7

Telephone: (416) 367-4941

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

- With a copy to -

Jason R. Lehner

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Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

February 24, 2014

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 09228F103

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
V. PREM WATSA
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
CANADIAN
- | | | |
|---|----|--|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
96,783,700 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
96,783,700 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
96,783,700
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
16.8%
- 14 Type of Reporting Person
IN

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CUSIP No. 09228F103

- | | |
|----|---|
| 1 | Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
1109519 ONTARIO LIMITED |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> |
| 6 | Citizenship or Place of Organization
ONTARIO, CANADA |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
96,783,700 |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
96,783,700 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
96,783,700 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
16.8% |
| 14 | Type of Reporting Person
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) THE SIXTY TWO INVESTMENT COMPANY LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization BRITISH COLUMBIA, CANADA
7	Sole Voting Power
8	Shared Voting Power 96,654,700
9	Sole Dispositive Power
10	Shared Dispositive Power 96,654,700
11	Aggregate Amount Beneficially Owned by Each Reporting Person 96,654,700
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 16.8%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
810679 ONTARIO LIMITED
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
ONTARIO, CANADA
- | | | |
|---|----|--|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
96,654,700 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
96,654,700 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
96,654,700
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
16.8%
- 14 Type of Reporting Person
CO

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX FINANCIAL HOLDINGS LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization CANADA
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 96,654,700
	9 Sole Dispositive Power
	10 Shared Dispositive Power 96,654,700
11	Aggregate Amount Beneficially Owned by Each Reporting Person 96,654,700
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 16.8%
14	Type of Reporting Person CO

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) UNITED STATES FIRE INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization DELAWARE
7	Sole Voting Power
8	Shared Voting Power 6,843,251
9	Sole Dispositive Power
10	Shared Dispositive Power 6,843,251
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,843,251
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 1.2%
14	Type of Reporting Person CO

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) TIG INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/>
6	Citizenship or Place of Organization CALIFORNIA
7	Sole Voting Power
8	Shared Voting Power 6,023,500
9	Sole Dispositive Power
10	Shared Dispositive Power 6,023,500
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,023,500
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 1.0%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) GENERAL FIDELITY INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization SOUTH CAROLINA
7	Sole Voting Power
8	Shared Voting Power 1,952,400
9	Sole Dispositive Power
10	Shared Dispositive Power 1,952,400
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,952,400
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.3%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NORTHBRIDGE COMMERCIAL INSURANCE CORPORATION
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization CANADA
7	Sole Voting Power
8	Shared Voting Power 884,800
9	Sole Dispositive Power
10	Shared Dispositive Power 884,800
11	Aggregate Amount Beneficially Owned by Each Reporting Person 884,800
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.2%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ODYSSEY REINSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization CONNECTICUT
7	Sole Voting Power
8	Shared Voting Power 37,470,400
9	Sole Dispositive Power
10	Shared Dispositive Power 37,470,400
11	Aggregate Amount Beneficially Owned by Each Reporting Person 37,470,400
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 6.5%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ZENITH INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization CALIFORNIA
7	Sole Voting Power
8	Shared Voting Power 5,208,900
9	Sole Dispositive Power
10	Shared Dispositive Power 5,208,900
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,208,900
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.9%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NORTHBRIDGE GENERAL INSURANCE CORPORATION
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization CANADA
7	Sole Voting Power
8	Shared Voting Power 12,058,400
9	Sole Dispositive Power
10	Shared Dispositive Power 12,058,400
11	Aggregate Amount Beneficially Owned by Each Reporting Person 12,058,400
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 2.1%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FEDERATED INSURANCE COMPANY OF CANADA
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization CANADA
7	Sole Voting Power
8	Shared Voting Power 1,911,800
9	Sole Dispositive Power
10	Shared Dispositive Power 1,911,800
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,911,800
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.3%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NORTHBRIDGE PERSONAL INSURANCE CORPORATION
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization CANADA
7	Sole Voting Power
8	Shared Voting Power 1,205,600
9	Sole Dispositive Power
10	Shared Dispositive Power 1,205,600
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,205,600
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.2%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

- | | |
|----|---|
| 1 | Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
CLEARWATER INSURANCE COMPANY |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/> o
(b) <input checked="" type="radio"/> x |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o |
| 6 | Citizenship or Place of Organization
DELAWARE |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,313,649 |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,313,649 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
4,313,649 |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o |
| 13 | Percent of Class Represented by Amount in Row (11)
0.7% |
| 14 | Type of Reporting Person
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ZENITH INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization CANADA
7	Sole Voting Power
8	Shared Voting Power 297,700
9	Sole Dispositive Power
10	Shared Dispositive Power 297,700
11	Aggregate Amount Beneficially Owned by Each Reporting Person 297,700
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.1%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ADVENT UNDERWRITING LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization UNITED KINGDOM
7	Sole Voting Power
8	Shared Voting Power 2,660,000
9	Sole Dispositive Power
10	Shared Dispositive Power 2,660,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,660,000
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.5%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NEWLINE CORPORATE NAME LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization UNITED KINGDOM
7	Sole Voting Power
8	Shared Voting Power 1,451,577
9	Sole Dispositive Power
10	Shared Dispositive Power 1,451,577
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,451,577
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.3%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NEWLINE INSURANCE COMPANY LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization UNITED KINGDOM
7	Sole Voting Power
8	Shared Voting Power 102,880
9	Sole Dispositive Power
10	Shared Dispositive Power 102,880
11	Aggregate Amount Beneficially Owned by Each Reporting Person 102,880
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.1%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) CLEARWATER SELECT INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization CONNECTICUT
7	Sole Voting Power
8	Shared Voting Power 1,000,000
9	Sole Dispositive Power
10	Shared Dispositive Power 1,000,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,000,000
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.2%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
HUDSON INSURANCE COMPANY
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
DELEWARE
- | | | |
|---|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
600,000 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
600,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
600,000
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
0.1%
- 14 Type of Reporting Person
CO

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) RIVERSTONE INSURANCE LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization UNITED KINGDOM
7	Sole Voting Power
8	Shared Voting Power 1,500,000
9	Sole Dispositive Power
10	Shared Dispositive Power 1,500,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,500,000
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 0.3%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: BLACKBERRY Ltd - Form SC 13D/A

CUSIP No. 09228F103

- | | | |
|---|--|-------------------------------------|
| 1 | Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
RIVERSTONE INSURANCE (UK) LIMITED | |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
o
x |
| 3 | SEC Use Only | |
| 4 | Source of Funds
OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). | <input type="radio"/> |
| 6 | Citizenship or Place of Organization
UNITED KINGDOM | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
500,000 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
500,000 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
500,000 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.1% | |
| 14 | Type of Reporting Person
CO | |

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) CRC REINSURANCE LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization BARBADOS
7	Sole Voting Power
8	Shared Voting Power 9,900,000
9	Sole Dispositive Power
10	Shared Dispositive Power 9,900,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 9,900,000
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 1.7%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 09228F103

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) THE NORTH RIVER INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). <input type="radio"/> o
6	Citizenship or Place of Organization NEW JERSEY
7	Sole Voting Power
8	Shared Voting Power 5,500,000
9	Sole Dispositive Power
10	Shared Dispositive Power 5,500,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,500,000
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 1.0%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Explanatory note

Pursuant to Rule 13d-2 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), this Amendment No. 7 to Schedule 13D (this Amendment No. 7) amends the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC) on July 23, 2012, as amended by Amendment No. 1 to Schedule 13D on September 23, 2013, Amendment No. 2 on November 7, 2013, Amendment No. 3 on November 8, 2013, Amendment No. 4 on November 15, 2013, Amendment No. 5 on January 10, 2014 and Amendment No. 6 on January 17, 2014 (as amended, the Original Schedule 13D), and, together with Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6 and this Amendment No. 7, the Schedule 13D) by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, United States Fire Insurance Company, The North River Insurance Company, TIG Insurance Company, General Fidelity Insurance Company, Northbridge Commercial Insurance Corporation, Odyssey Reinsurance Company, Clearwater Select Insurance Company, Hudson Insurance Company, Zenith Insurance Company, a California corporation, Northbridge General Insurance Corporation, Federated Insurance Company of Canada, Northbridge Personal Insurance Corporation, Clearwater Insurance Company, Zenith Insurance Company, a Canadian corporation, Advent Underwriting Limited, Newline Corporate Name Limited, Newline Insurance Company Limited, RiverStone Insurance Limited, RiverStone Insurance (UK) Limited and CRC Reinsurance Limited (collectively, the Reporting Persons). Except as specifically amended by this Amendment No. 7, items in the Schedule 13D are unchanged. Capitalized terms used herein that are not defined herein have the meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by inserting the following immediately prior to the last paragraph of Item 4 and by deleting in its entirety such last paragraph of Item 4:

Under the terms of a subscription agreement with BlackBerry dated November 4, 2013, Fairfax agreed that until November 13, 2014 neither it nor its affiliates would beneficially own more than 19.9% or less than 9.9% of the outstanding Shares. As previously announced on January 8, 2014, Fairfax determined to sell Shares over time in order to rebalance its ownership in BlackBerry, subject to the above-noted restrictions. This previously announced Share sale is concluded and the current rebalancing is complete. In the future, Fairfax may determine it is necessary to continue with further rebalancing, subject to the above-noted restrictions.

Item 5. Interest in Securities of the Issuer.

Item 5(c) of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(c) Between January 29, 2014 and February 24, 2014, Northbridge Commercial Insurance Corporation sold 250,000 Shares on the open market at an average price of \$10.03 per share, Northbridge General Insurance Corporation sold 1,250,000 Shares on the open market at an

average price of \$10.03 per share, United States Fire Insurance Company sold 500,000 Shares on the open market at an average price of \$10.03 per share, Advent Underwriting Limited sold 700,000 Shares on the open market at an average price of \$10.03 per share, Odyssey Reinsurance Company sold 1,500,000 Shares on the open market at an average price of \$10.03 per share, TIG Insurance Company sold 500,000 Shares on the open market at an average price of \$10.03 per share and Zenith Insurance Company sold 500,000 Shares on the open market at an average price of \$10.03 per share.

Item 7. Material to be Filed as Exhibits.

The following is filed herewith as an exhibit:

Ex. 7: Joint filing agreement dated as of January 10, 2014 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, United States Fire Insurance Company, The North River Insurance Company, TIG Insurance Company, General Fidelity Insurance Company, Northbridge Commercial Insurance Corporation, Odyssey Reinsurance Company, Clearwater Select Insurance Company, Hudson Insurance Company, Zenith Insurance Company, a California corporation, Northbridge General Insurance Corporation, Federated Insurance Company of Canada, Northbridge Indemnity Insurance Corporation, Northbridge Personal Insurance Corporation, Clearwater Insurance Company, Zenith Insurance Company, a Canadian corporation, Advent Underwriting Limited, Newline Corporate Name Limited, Newline Insurance Company Limited, RiverStone Insurance Limited, RiverStone Insurance (UK) Limited and CRC Reinsurance Limited (filed with Amendment No. 5 to Schedule 13D).

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

V. Prem Watsa

/s/ V. Prem Watsa

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

1109519 Ontario Limited

By: /s/ V.Prem Watsa
Name: V. Prem Watsa
Title: President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

The Sixty Two Investment Company Limited

By: /s/ V. Prem Watsa
Name: V. Prem Watsa
Title: President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

810679 Ontario Limited

By: /s/ V. Prem Watsa
Name: V. Prem Watsa
Title: President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

Fairfax Financial Holdings Limited

By: /s/ Paul Rivett
Name: Paul Rivett
Title: President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

United States Fire Insurance Company

By: /s/ James V. Kraus
Name: James V. Kraus
Title: Senior Vice President, General Counsel
and
Secretary

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

TIG Insurance Company

By: /s/ Nicholas C. Bentley
Name: Nicholas C. Bentley
Title: President, CEO

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

General Fidelity Insurance Company

By: /s/ Nicholas C. Bentley
Name: Nicholas C. Bentley
Title: President, CEO

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

Northbridge Commercial Insurance Corporation

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: CFO

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

Odyssey Reinsurance Company

By: /s/ Kirk Reische
Name: Kirk Reische
Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

Clearwater Select Insurance Company

By: /s/ Kirk Reische
 Name: Kirk Reische
 Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

Hudson Insurance Company

By: /s/ Kirk Reische
 Name: Kirk Reische
 Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

Clearwater Insurance Company

By: /s/ Nicholas C. Bentley
Name: Nicholas C. Bentley
Title: President, CEO

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

Zenith Insurance Company, a California corporation

By: /s/ Michael Jansen
Name: Michael Jansen
Title: Executive Vice President and
General Counsel

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

Advent Underwriting Limited

By: /s/ Neil Ewing
Name: Neil Ewing
Title: Company Secretary

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

Newline Corporate Name Limited

By: /s/ J. Richard F. Micklem
Name: J. Richard F. Micklem
Title: Director

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

Newline Insurance Company Limited

By: /s/ J. Richard F. Micklem
Name: J. Richard F. Micklem
Title: Director

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

RiverStone Insurance Limited

By: /s/ Lorna Hemsley
Name: Lorna Hemsley
Title: Finance Director

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

RiverStone Insurance (UK) Limited

By: /s/ Lorna Hemsley

Name:

Lorna Hemsley

Title:

Finance Director

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2014

CRC Reinsurance Limited

By: /s/ Janice Burke
Name: Janice Burke
Title: Vice President and General Manager

Exhibit Index

Exhibit No.	Description
Ex. 7:	Joint filing agreement dated as of January 10, 2014 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, United States Fire Insurance Company, The North River Insurance Company, TIG Insurance Company, General Fidelity Insurance Company, Northbridge Commercial Insurance Corporation, Odyssey Reinsurance Company, Clearwater Select Insurance Company, Hudson Insurance Company, Zenith Insurance Company, a California corporation, Northbridge General Insurance Corporation, Federated Insurance Company of Canada, Northbridge Indemnity Insurance Corporation, Northbridge Personal Insurance Corporation, Clearwater Insurance Company, Zenith Insurance Company, a Canadian corporation, Advent Underwriting Limited, Newline Corporate Name Limited, Newline Insurance Company Limited, RiverStone Insurance Limited, RiverStone Insurance (UK) Limited and CRC Reinsurance Limited (filed with Amendment No. 5 to Schedule 13D).