

Rendall Peter A.  
Form 4  
August 04, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rendall Peter A.

2. Issuer Name **and** Ticker or Trading  
Symbol  
National General Holdings Corp.  
[NGHC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O NGHC, 59 MAIDEN LANE,  
38TH FLOOR

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/03/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
COO and Treasurer

NEW YORK, NY 10038

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, \$.01<br>par value   | 08/03/2017                              |                                                             | M                                       | 10,000<br>(1)                                                              | A \$ 0 10,126                                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock, \$.01<br>par value   | 08/03/2017                              |                                                             | F                                       | 5,580<br>(2)                                                               | D \$ 21 4,546                                                                                                      | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.                                     |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                  | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (3)                                                                   | 08/03/2017                              |                                                             | M                                       | 10,000                                                                                                       | (4)                                                            | (4)                                                                 | Common<br>Stock,<br>\$.01 par<br>value | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                   |       |
|----------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer           | Other |
| Rendall Peter A.<br>C/O NGHC<br>59 MAIDEN LANE, 38TH FLOOR<br>NEW YORK, NY 10038 |               |           | COO and Treasurer |       |

## Signatures

/s/ Peter A.  
Rendall

08/04/2017

\*\*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) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Rendall on August 3, 2015.
- (2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Rendall on August 3, 2015.
- (3) Each restricted stock unit represents a contingent right to receive one share of National General Holdings Corp.'s common stock.
- On August 3, 2015, Mr. Rendall received restricted stock units representing 30,000 shares subject to a three-year vesting schedule,
- (4) vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

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.