Units

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB APPROVAL								
OMB Number:	3235-0287							
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hours per response:	0.5							

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

Name and Address of Reporting Person*     Armstrong Mac																5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner						
(Last) (First) (Middle) 7979 IVANHOE AVENUE, SUITE 500						Date of 3/04/20		est Tra	nsactio	on (Mo	onth/Day/Year	X	below)		e Other (sp below) nd Chairman		specify					
(Street) LA JOLLA CA 92037				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting								
(City)	(Si	tate)	(Zip)												Person							
		Tab	ole I -	Non-Deri	vativ	e Sec	curiti	es A	cqui	red,	Disposed	of, or	Benef	icially	Owned	I						
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		ate, /ear)	3. Transaction Code (Instr. 8)			Acquired (A) or (D) (Instr. 3, 4 and 5)		d 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct In ndirect B rr. 4) O	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
Common	Stock								Code	ľ	Amount	(D)	Price		(Instr. 3 at	nd 4)						
Common															689,			I B	y .rmstrong amily rust			
Common	Stock (RSI	Us)		07/15/20	)22				M		25,000	A	\$0	.00	28,70	01(1)	I	)				
Common	Stock (RSU	Us)		07/15/20	)22				F <sup>(2)</sup>		11,914	D	\$5	5.79	16,78	87(1)	I	)				
Common	Stock			08/04/20	)22				S <sup>(3)</sup>		47,949	D	\$70.2	2013(4)	641,	439		I F	y rmstrong amily rust			
Common	Stock			08/05/20	)22				S <sup>(3)</sup>		4,400	D	\$70.5	5326(4)	637,	039	:	I A	y rmstrong amily rust			
Common	Stock			08/05/20	)22				S <sup>(3)</sup>		24,835	D	\$71.6	5302(4)	612,	204		F	y rmstrong amily rust			
Common	Stock			08/05/20	)22				S <sup>(3)</sup>		7,326	D	\$72.5	5185(4)	604,	878	:	F	y .rmstrong amily rust			
Common Stock		08/05/2022					S <sup>(3)</sup>		12	D	\$7	3.2	604,866		I Fa		y .rmstrong amily rust					
Common Stock		08/08/20	)22			S <sup>(3)</sup>			11,478	D	D \$72.7722		593,388		-	I F	y .rmstrong amily rust					
		_	Table								isposed o				Owned							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	nversion Date Exercise (Month/Day/Year) Exercise if an (Month/Day/Year)		Deemed 4. cution Date, Trans		saction of (Instr. Securities Acquired (A) or Disposed of (D) (Inst 3, 4 and 5)		mber vative crities cired r osed ) (Instr	6. D Exp (Mo	ate Ex	ercisable and	7. Title and Am of Securities Underlying Derivative Sec (Instr. 3 and 4)		nount	Derivative Security (Instr. 5) Ber Ow Foll Rep Tra	9. Numb derivativ Securitic Benefici Owned Followir Reporte Transaci (Instr. 4)	ve es ally ng d tion(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exe	e rcisab	Expiration Date	n Title	or Nu of	mber ares								
Restricted	\$0.00	07/15/2022			M			25,000		(5)	(5)	Comr	non 3	. 000	\$0.00	100 (	<sub>000</sub>	D				

## **Explanation of Responses:**

- 1. Includes 1,470 shares purchased pursuant to the Palomar Holdings, Inc. 2019 Employee Stock Purchase Plan (ESPP).
- 2. Represents shares automatically sold by the Company on behalf of the Reporting Person pursuant to a mandatory sell-to-cover provision in the RSU award agreement required to cover minimum statutory tax withholding obligations that became due upon the RSU vesting event.
- 3. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.00 to \$70.96 (weighted average of \$70.2013), inclusive; and \$70.00 to \$70.97 (weighted average of \$70.5326), inclusive; and \$71.00 to \$71.98 (weighted average of \$71.6302), inclusive; and \$72.00 to 72.99 (weighted average of \$72.5185), inclusive. The Reporting Person undertakes to provide to Palomar Holdings, Inc., any security holder of Palomar Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- 5. The original RSU grant was for 125,000 shares on 7/15/2021. Subject to the Reporting Person's continuing service with the Company, the RSUs shall vest as follows: 25,000 shares shall vest on the first year anniversary of the Grant Date/Vesting Base Date; 25,000 shares shall vest on the second year anniversary of the Grant Date/Vesting Base Date; 25,000 shares shall vest on the third year anniversary of the Grant Date/Vesting Base Date; after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date; after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Date/Vesting Base Date, after the third anniversary of the Grant Da

## Remarks:

/s/ Angela Grant, Attorney-in-Fact 08/08/2022

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.