SEC Form 4

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

I I. Maine and Address of Reporting Feison		son [*]	2. Issuer Name and Ticker or Trading Symbol <u>Palomar Holdings, Inc.</u> [PLMR]	(Check	lationship of Reporting Person(s) to Issuer k all applicable)		
					Director	10% Owner	
(Last) (First) (Middle) 7979 IVANHOE AVENUE, SUITE 500		()	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2021		Officer (give title below)	Other (specify below)	
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable			
(Street)				Line)			
	СА	92037		X	Form filed by One Repor	rting Person	
	CA	92037			Form filed by More than Person	One Reporting	
(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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4) ິ	(Instr. 4)
Common Stock								3,434 ⁽¹⁾	D	
Common Stock	10/01/2021		S ⁽²⁾		6,306	D	\$80.7551 ⁽³⁾	54,049	I	Held by RGD Partners, L.P. ⁽⁴⁾
Common Stock	10/01/2021		S ⁽²⁾		1,194	D	\$81.4235 ⁽³⁾	52,855	Ι	Held by RGD Partners, L.P. ⁽⁴⁾

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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The amount includes 833 Restricted Stock Units (RSUs) previously granted to the Reporting Person on 5/27/2021 (Grant Date) pursuant to the Issuer's 2019 Equity Incentive Plan. Subject to the Reporting Person's continued service, the RSUs shall vest in full upon the first anniversary of the Grant Date.

2. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by RGD Partners, L.P.

3. Column 4 reflects weighted average prices as follows: shares were sold in multiple transactions at prices ranging from \$80.33 - \$81.30 (weighted average \$80.7551), inclusive; and \$81.35 - \$81.525 (weighted average \$81.4235), inclusive. Reporting person undertakes to provide issuer, securityholder of issuer or SEC staff, upon request, information regarding number of shares sold at each separate price within ranges set forth herein.

4. Mr. Dowdell serves as an agent of RGD Partners, L.P. Mr. Dowdell has no pecuniary interest in shares held by RGD Partners, L.P. He retains voting and dispositive control over such shares. Mr. Dowdell disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Dowdell is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Remarks:

<u>/s/ Christopher Uchida,</u> <u>Attorney-in-Fact</u>

10/04/2021

** Signature of Reporting Person Date

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

* 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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).