SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

1. Name and Address of Reporting Person <sup>*</sup> Genstar VI GP AIV LTD.	2. Date of Event Requiring Statement (Month/Day/Year) 04/16/2019		3. Issuer Name and Ticker or Trading Symbol <u>Palomar Holdings, Inc.</u> [ PLMR ]					
(Last)(First)(Middle)C/O GENSTAR CAPITAL LLCFOUR EMBARCADERO CENTER, SUITE			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
1900			Officer (give title below)	Other (spe below)			lividual or Joint cable Line)	/Group Filing (Check
(Street) SAN FRANCISCO CA 94111						Form filed by One Reporting Person X Form filed by More than One Reporting Person		
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ( (Instr. 5)	;t(D)  (	1. Natu Instr.		Beneficial Ownership
Common Stock			4,340,339	<b>I</b> <sup>(1)(2)(5)</sup>		See Footnotes <sup>(1)(2)(5)</sup>		
Common Stock			10,127,458	I <sup>(1)(3)(5</sup>	<sup>()(5)</sup> See		ee Footnotes <sup>(1)(3)(5)</sup>	
Common Stock			0	<b>D</b> <sup>(1)(4)(</sup>	(5)			
(e			Securities Beneficially nts, options, convertible		s)			
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable ar Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Underlying Derivative Securi	ity (Instr. 4) Convei or Exer		cise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivati	Price of Direct (D) Derivative or Indirect Security (I) (Instr. 5)		
1. Name and Address of Reporting Person*	Exercisable			Shares				
<u>Genstar VI GP AIV LTD.</u>								
(Last) (First) (Middle	)							
C/O GENSTAR CAPITAL LLC								
FOUR EMBARCADERO CENTER, SUITE 19	000							
(Street) SAN FRANCISCO CA 94111								
(City) (State) (Zip)								
1. Name and Address of Reporting Person <sup>*</sup> Genstar Capital Partners VI AIV, L.P.								
(Last) (First) (Middle C/O GENSTAR CAPITAL LLC FOUR EMBARCADERO CENTER, SUITE 19								
(Street) SAN FRANCISCO CA 94111								
(City) (State) (Zip)								
1. Name and Address of Reporting Person <sup>*</sup> Genstar Capital Partners VI AIV (DEL	<u>), L.P.</u>	1						
(Last) (First) (Middle	)							

C/O GENSTAR CAPITAL LLC FOUR EMBARCADERO CENTER, SUITE 1900						
(Street) SAN FRANCISCO	СА	94111				
(City)	(State)	(Zip)				
1. Name and Address of						
Stargen VI AIV,						
(Last) C/O GENSTAR CA	(First) PITAL LLC	(Middle)				
FOUR EMBARCA	DERO CENTER, SU	ЛТЕ 1900				
(Street) SAN FRANCISCO	СА	94111				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person <sup>*</sup> Genstar V GP AIV LTD.						
(Last)	(First)	(Middle)				
C/O GENSTAR CA	PITAL LLC DERO CENTER, SU	ЛТЕ 1900				
(Street) SAN FRANCISCO	CA	94111				
(City)	(State)	(Zip)				
1. Name and Address of <u>Clark James Rya</u>						
(Last) C/O GENSTAR CA	(First) PITAL LLC	(Middle)				
FOUR EMBARCA	DERO CENTER, SU	ЛТЕ 1900				
(Street) SAN FRANCISCO	СА	94111				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person <sup>*</sup> Genstar Capital Partners V AIV, L.P.						
(Last)	(First)	(Middle)				
C/O GENSTAR CA	PITAL LLC DERO CENTER, SU	ЛТЕ 1900				
(Street) SAN FRANCISCO	СА	94111				
(City)	(State)	(Zip)				
1. Name and Address of <u>Genstar Capital</u>						
(Last) C/O GENSTAR CA FOUR EMBARCA	(First) PITAL LLC DERO CENTER, SU	(Middle) JITE 1900				
(Street) SAN FRANCISCO	СА	94111				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person <sup>*</sup> Genstar Capital VI AIV, L.P.						

(Last)	(First)	(Middle)
C/O GENSTAR CA	PITAL LLC	
FOUR EMBARCA	DERO CENTER, SU	ИТЕ 1900
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)
1. Name and Address of	f Reporting Person <sup>*</sup>	
<u>Stargen V AIV,</u>	<u>LP</u>	
(Last)	(First)	(Middle)
C/O GENSTAR CA	PITAL LLC	
FOUR EMBARCA	DERO CENTER, SU	ИТЕ 1900
(Street)		
SAN FRANCISCO	CA	94111
(City)	(State)	(Zip)

#### Explanation of Responses:

1. This report is filed by the following Reporting Persons: Genstar VI GP AIV LTD. ("Genstar VI LTD"); Genstar Capital VI AIV, L.P. ("Genstar VI GP"); Genstar Capital Partners VI AIV (DEL), L.P. ("Genstar VI DEL"); Stargen VI AIV, L.P. ("Stargen VI"); Genstar V GP AIV LTD. ("Genstar V LTD"); Genstar Capital Partners VI AIV (DEL), L.P. ("Genstar VI DEL"); Stargen VI AIV, L.P. ("Stargen VI"); Genstar V GP AIV LTD. ("Genstar V LTD"); Genstar Capital Partners VI AIV, L.P. ("Genstar VI DEL"); Stargen VI AIV, L.P. ("Stargen VI"); Genstar V GP AIV LTD. ("Genstar VI DEL, Stargen VI"); Genstar Capital Partners V AIV, L.P. ("Genstar VI"); Stargen V AIV, L.P. ("Stargen VI"); Genstar V GP"); Genstar VI DEL, Stargen VI AIV, L.P. ("Genstar VI"); Genstar V GP"); Genstar VI DEL, Stargen VI AIV, L.P. ("Genstar VI"); Genstar VI DEL, Stargen VI AIV, L.P. ("Genstar VI GP AIV LTD."); Genstar VI DEL, Stargen VI and Genstar VI, the "Genstar VI DEL"); Genstar VI DEL, Stargen VI and Genstar VI DEL, Stargen VI AIV, L.P. ("Genstar VI DEL"); Genstar VI DEL, Stargen VI and Genstar VI GP AIV LTD."); Genstar Capital Partners V AIV, L.P. ("Genstar VI GP AIV LTD."); Genstar Capital Partners V AIV, L.P. ("Genstar VI DEL"); Genstar VI DEL Genstar VI DEL, Stargen VI and Genstar VI Here (Genstar VI DEL Genstar V

2. Represents 4,021,062 shares held directly by Genstar VI, 166,254 shares held directly by Genstar VI DEL, and 153,023 shares held directly by Stargen VI. Indirectly beneficially owned by Genstar VI GP, which is the general partner of Genstar VI, Genstar VI DEL, and Stargen VI, and by Genstar VI LTD, which is the general partner of Genstar VI GP.

3. Represents 9,832,483 shares held directly by Genstar V and 294,975 shares held directly by Stargen V. Indirectly beneficially owned by Genstar V GP, which is the general partner of Genstar V and Stargen V, and by Genstar V LTD, which is the general partner of Genstar V GP.

4. James Ryan Clark is a director of each of Genstar VI LTD and Genstar V LTD and directly owns no shares of the Issuer.

5. This filing shall not be deemed an admission that for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, that the Reporting Persons are the beneficial owners of any equity securities in excess of their respective pecuniary interests, and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

#### Remarks:

Exhibit 99.1 (Joint Filer Information) is incorporated herein by reference.

By: /s/ James Ryan Clark, Director

04/16/2019

\*\* 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 5 (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.

Name of Joint Filer:

Address of Joint Filer:

Relationship of Joint Filer to Issuer:

Issuer Name and Ticker or Trading Symbol:

Date of Event Requiring Statement (Month/Day/Year):

Designated Filer:

Signature:

GENSTAR CAPITAL VI AIV, L.P. By: GENSTAR VI GP AIV LTD., its General Partner

By: /s/ James Ryan Clark Name: James Ryan Clark Title: Director

Dated: April 16, 2019

Genstar Capital VI AIV, L.P.

c/o Genstar Capital LLC Four Embarcadero Center, Suite 1900 San Francisco, CA 94111

10% Owner

Palomar Holdings, Inc. [PLMR]

April 16, 2019

Genstar VI GP AIV LTD.

#### (continued)

Name of Joint Filer: Genstar Capital Partners VI AIV, L.P. Address of Joint Filer: c/o Genstar Capital LLC Four Embarcadero Center, Suite 1900 San Francisco, CA 94111 Relationship of Joint Filer to Issuer: 10% Owner Issuer Name and Ticker or Trading Symbol: Palomar Holdings, Inc. [PLMR] Date of Event Requiring Statement April 16, 2019 (Month/Day/Year): Designated Filer: Genstar VI GP AIV LTD. Signature: GENSTAR CAPITAL PARTNERS VI AIV, L.P. By: GENSTAR CAPITAL VI AIV, L.P., its General Partner By: GENSTAR VI GP AIV LTD., its General Partner By: /s/ James Ryan Clark Name: James Ryan Clark Title: Director Dated: April 16, 2019

#### (continued)

Name of Joint Filer: Genstar Capital Partners VI AIV (DEL), L.P. Address of Joint Filer: c/o Genstar Capital LLC Four Embarcadero Center, Suite 1900 San Francisco, CA 94111 Relationship of Joint Filer to Issuer: 10% Owner Issuer Name and Ticker or Trading Symbol: Palomar Holdings, Inc. [PLMR] Date of Event Requiring Statement April 16, 2019 (Month/Day/Year): Designated Filer: Genstar VI GP AIV LTD. Signature: GENSTAR CAPITAL PARTNERS VI AIV (DEL), L.P. By: GENSTAR CAPITAL VI AIV, L.P., its General Partner By: GENSTAR VI GP AIV LTD., its General Partner By: /s/ James Ryan Clark Name: James Ryan Clark Title: Director Dated: April 16, 2019

#### (continued)

Stargen VI AIV, L.P.

c/o Genstar Capital LLC Four Embarcadero Center, Suite 1900 San Francisco, CA 94111

10% Owner

Palomar Holdings, Inc. [PLMR]

April 16, 2019

Genstar VI GP AIV LTD.

Name of Joint Filer:

Address of Joint Filer:

Relationship of Joint Filer to Issuer:

Issuer Name and Ticker or Trading Symbol:

Date of Event Requiring Statement (Month/Day/Year):

Designated Filer:

Signature:

STARGEN VI AIV, L.P.
By: GENSTAR CAPITAL VI AIV, L.P., its General Partner
By: GENSTAR VI GP AIV LTD., its General Partner
By: /s/ James Ryan Clark

Name: James Ryan Clark Title: Director

Dated: April 16, 2019

# (continued) Name of Joint Filer: Genstar V GP AIV LTD. Address of Joint Filer: c/o Genstar Capital LLC Four Embarcadero Center, Suite 1900 San Francisco, CA 94111 Relationship of Joint Filer to Issuer: 10% Owner Issuer Name and Ticker or Trading Symbol: Palomar Holdings, Inc. [PLMR] Date of Event Requiring Statement (Month/Day/Year): April 16, 2019 Designated Filer: Genstar VI GP AIV LTD.

By: /s/ James Ryan Clark Name: James Ryan Clark

GENSTAR V GP AIV LTD.

Title: Director

Dated: April 16, 2019

Name of Joint Filer:

Address of Joint Filer:

(Month/Day/Year):

Designated Filer:

Signature:

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#### Joint Filer Information

(continued)

Genstar Capital V AIV, L.P.

c/o Genstar Capital LLC Four Embarcadero Center, Suite 1900 San Francisco, CA 94111

10% Owner

Palomar Holdings, Inc. [PLMR]

April 16, 2019

Genstar VI GP AIV LTD.

Signature:

Relationship of Joint Filer to Issuer:

Date of Event Requiring Statement

Issuer Name and Ticker or Trading Symbol:

GENSTAR CAPITAL V AIV, L.P. By: GENSTAR V GP AIV LTD., its General Partner

By: /s/ James Ryan Clark Name: James Ryan Clark Title: Director

Dated: April 16, 2019

#### (continued)

Genstar Capital Partners V AIV, L.P.

c/o Genstar Capital LLC Four Embarcadero Center, Suite 1900 San Francisco, CA 94111

10% Owner

Palomar Holdings, Inc. [PLMR]

April 16, 2019

Genstar VI GP AIV LTD.

Name of Joint Filer:

Address of Joint Filer:

Relationship of Joint Filer to Issuer:

Issuer Name and Ticker or Trading Symbol:

Date of Event Requiring Statement (Month/Day/Year):

Designated Filer:

Signature:

GENSTAR CAPITAL PARTNERS V AIV, L.P. By: GENSTAR CAPITAL V AIV, L.P., its General Partner By: GENSTAR V GP AIV LTD., its General Partner

By: /s/ James Ryan Clark Name: James Ryan Clark Title: Director

Dated: April 16, 2019

#### (continued)

Stargen V AIV, L.P.

c/o Genstar Capital LLC Four Embarcadero Center, Suite 1900 San Francisco, CA 94111

10% Owner

Palomar Holdings, Inc. [PLMR]

April 16, 2019

Genstar VI GP AIV LTD.

Name of Joint Filer:

Address of Joint Filer:

Relationship of Joint Filer to Issuer:

Issuer Name and Ticker or Trading Symbol:

Date of Event Requiring Statement (Month/Day/Year):

Designated Filer:

Signature:

STARGEN V AIV, L.P. By: GENSTAR CAPITAL V AIV, L.P., its General Partner By: GENSTAR V GP AIV LTD., its General Partner

By: /s/ James Ryan Clark Name: James Ryan Clark Title: Director

Dated: April 16, 2019

(co	ntinued)
Name of Joint Filer:	James Ryan Clark
Address of Joint Filer:	c/o Genstar Capital LLC Four Embarcadero Center, Suite 1900 San Francisco, CA 94111
Relationship of Joint Filer to Issuer:	Director
Issuer Name and Ticker or Trading Symbol:	Palomar Holdings, Inc. [PLMR]
Date of Event Requiring Statement (Month/Day/Year):	April 16, 2019
Designated Filer:	Genstar VI GP AIV LTD.
Signature:	
/s/ James Ryan Clark James Ryan Clark	_
Dated: April 16, 2019	