

DEEKS TERENCE N  
Form 5/A  
February 06, 2019

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
DEEKS TERENCE N

2. Issuer Name and Ticker or Trading Symbol  
NAVIGATORS GROUP INC  
[NAVG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O THE NAVIGATORS GROUP, INC., 400 ATLANTIC STREET, 8TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/28/2019

6. Individual or Joint/Group Reporting

(check applicable line)

STAMFORD, CT 06901

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.10 per share	03/19/2018	^	G	72,826 (1)	A \$ 0 2,725,364 (2)	D	^
Common Stock, par	03/19/2018	^	G	323,924 (3)	D \$ 0 2,725,364 (2)	I	See Footnote

value \$0.10 per share									(4)
Common Stock, par value \$0.10 per share	02/01/2018	Â	G	882,612 (5)	D	\$ 0	2,725,364 (2)	I	See Footnote (4)
Common Stock, par value \$0.10 per share	09/24/2018	Â	G	142,587 (6)	A	\$ 0	2,725,364 (2)	I	See Footnote (4)
Common Stock, par value \$0.10 per share	12/31/2018	Â	G	144,993 (7)	A	\$ 0	2,725,364 (2)	D	Â
Common Stock, par value \$0.10 per share	12/31/2018	Â	G	262,789 (8)	A	\$ 0	2,725,364 (2)	D	Â
Common Stock, par value \$0.10 per share	12/31/2018	Â	G	195,466 (9)	A	\$ 0	2,725,364 (2) (4)	D	Â

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEEKS TERENCE N C/O THE NAVIGATORS GROUP, INC. 400 ATLANTIC STREET, 8TH FLOOR STAMFORD, CT 06901	X	X		

## Signatures

/s/ Deepa R. Nayini,  
attorney-in-fact

02/06/2019

\_\_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) Represents distribution in kind to the Reporting Person by the Terence N. Deeks 2015 Qualified Three Year Annuity Trust (the "2015 Trust").
  - (2) This Form 5 is amended to correct the amount reported in Column 5 to accurately reflect the Reporting Person's total amount of securities beneficially owned at the end of the Issuer's fiscal year. This amount was previously reported incorrectly due to a mathematical error.
  - (3) Represents distribution in kind by the 2015 Trust to trusts for the benefit of Reporting Person's children or grandchildren.  
Includes 1,667,051 shares held by the Terence N. Deeks 2016 Qualified Three Year Annuity Trust (the "2016 Trust"), the Terence N. Deeks 2017 Qualified Three Year Annuity Trust (the "2017 Trust") and the Terence N. Deeks 2018 Qualified Three Year Annuity Trust (the "2018 Trust", and together with the 2016 Trust and the 2017 Trust, collectively, the "Trusts") as of December 31, 2018, of which the Reporting Person is the settler, 56,400 shares owned jointly with the Reporting Person's wife, 745,809 shares held directly and 256,104 shares held by the Deeks Family Foundation (the "Foundation"). The Reporting Person disclaims beneficial ownership of the shares held by the Trusts and the Foundation except to the extent of any pecuniary interest he may be deemed to hold therein.
  - (5) Represents gift by the Reporting Person to the 2018 Trust.
  - (6) Represents gift by the Reporting Person to the Deeks Family Foundation.
  - (7) Represents distribution in kind to the Reporting Person by the 2016 Trust.
  - (8) Represents distribution in kind to the Reporting Person by the 2017 Trust.
  - (9) Represents distribution in kind to the Reporting Person by the 2018 Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.