

OneBeacon Insurance Group, Ltd.
Form SC 13G/A
February 13, 2013

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 2)***

ONEBEACON INSURANCE GROUP, LTD.

(Name of Issuer)

Class B

Common Shares

(Title of Class of Securities)

G67742109

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G67742109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
White Mountains Insurance Group, Ltd. (No. 94-2708455)
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
 3. SEC Use Only
 4. Citizenship or Place of Organization
Bermuda
- | | | | |
|---|----|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | | Sole Voting Power 0 |
| | 6. | | Shared Voting Power 71,754,738 (a) |
| | 7. | | Sole Dispositive Power 0 |
| | 8. | | Shared Dispositive Power 71,754,738 (a) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
71,754,738 (a)
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
 11. Percent of Class Represented by Amount in Row (9)
100%
 12. Type of Reporting Person (See Instructions)
HC

(a) White Mountains Insurance Group, Ltd. (White Mountains) is the indirect beneficial owner of the 71,754,738 Class B common shares (Class B Shares) that are currently held directly by Lone Tree Holdings Ltd., Sirius International Holdings (NL) B.V. and its direct wholly-owned subsidiary, as presented herein, and indirectly through Sirius International Insurance Corporation, as presented herein, and certain other wholly-owned intermediate holding company subsidiaries.

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- | | |
|-----|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Lone Tree Holdings Ltd. (No. 98-0527510) |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization Bermuda |
| 5. | Sole Voting Power 0 |
| 6. | Shared Voting Power 71,754,738 (b) |
| 7. | Sole Dispositive Power 0 |
| 8. | Shared Dispositive Power 71,754,738 (b) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 71,754,738 (b) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o |
| 11. | Percent of Class Represented by Amount in Row (9) 100% |
| 12. | Type of Reporting Person (See Instructions) HC |

(b) Lone Tree Holdings Ltd. (LTH) holds 57,327,289 Class B Shares directly and is the indirect beneficial owner of 14,427,449 Class B Shares held directly by Sirius International Holdings (NL) B.V. and its direct wholly-owned subsidiary, as presented herein, and indirectly through Sirius International Financial Services Ltd. and Sirius International Insurance Corporation, as presented herein, and certain other wholly-owned intermediate holding company subsidiaries. LTH s direct holdings reflect (i) the acquisition of 100,000 Class B Shares from an indirect wholly-owned subsidiary on March 30, 2012 and (ii) disposition of 7,100,000 Class B Shares to an indirect wholly-owned subsidiary on March 30, 2012.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sirius International Financial Services Ltd. (No. 98-0500919)
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) x
 - (b) o
 3. SEC Use Only
 4. Citizenship or Place of Organization
Bermuda
- | | | | |
|---|----|--|--------------------------|
| | 5. | | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | | | 0 |
| | 6. | | Shared Voting Power |
| | | | 14,427,449 (c) |
| | 7. | | Sole Dispositive Power |
| | | | 0 |
| | 8. | | Shared Dispositive Power |
| | | | 14,427,449 (c) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
14,427,449 (c)
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
 11. Percent of Class Represented by Amount in Row (9)
20.1%
 12. Type of Reporting Person (See Instructions)
HC

(c) Sirius International Financial Services Ltd. (SIFS) holds 7,100,000 Class B Shares directly and is the indirect beneficial owner of 7,327,449 Class B Shares held directly by Sirius International Holdings (NL) B.V. and its direct wholly-owned subsidiary, as presented herein, and indirectly through Sirius International Insurance Corporation, as presented herein, and certain other wholly-owned intermediate holding company subsidiaries. SIFS' s holdings reflect the acquisition of 7,100,000 Class B Shares from LTH on March 30, 2012.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sirius International Insurance Corporation (No. 98-0158598)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Citizenship or Place of Organization
Sweden
- | | | |
|---|----|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 7,327,449 (d) |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 7,327,449 (d) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
7,327,449 (d)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
10.2%
12. Type of Reporting Person (See Instructions)
IC

(d) Sirius International Insurance Corporation does not hold any Class B Shares directly, but is the indirect beneficial owner of 7,327,449 Class B Shares held directly by Sirius International Holdings (NL) B.V. and its direct wholly-owned subsidiary, as presented herein.

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- | | |
|-----|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Sirius International Holdings (NL) B.V. (No. 98-0594088) |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization Netherlands |
| 5. | Sole Voting Power 0 |
| 6. | Shared Voting Power 7,327,449 (e) |
| 7. | Sole Dispositive Power 0 |
| 8. | Shared Dispositive Power 7,327,449 (e) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 7,327,449 (e) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o |
| 11. | Percent of Class Represented by Amount in Row (9) 10.2% |
| 12. | Type of Reporting Person (See Instructions) HC, CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(e) Sirius International Holdings (NL) B.V. holds 6,178,271 Class B Shares directly, and 1,149,178 Class B Shares indirectly through a wholly-owned subsidiary. The holdings of the wholly-owned subsidiary reflect the disposition of 100,000 Class B Shares to LTH on March 30, 2012.

Schedule 13G

Item 1.

- (a) Name of Issuer
OneBeacon Insurance Group, Ltd.
- (b) Address of Issuer's Principal Executive Offices
One Beacon Lane, Canton, MA 02021

Item 2.

- (a) Name of Person Filing
See the Cover Pages for each of the Reporting Persons
- (b) Address of Principal Business Office or, if none, Residence

White Mountains Insurance Group, Ltd.

80 South Main Street

Hanover, New Hampshire 03755

Lone Tree Holdings Ltd.

14 Wesley Street, 5th Floor

Hamilton HM 11Bermuda.

Sirius International Financial Services Ltd.

14 Wesley Street, 5th Floor

Hamilton HM 11Bermuda.

Sirius International Insurance Corporation

Birger Jarlsgatan 57B

SE - 113 96 Stockholm, Sweden

Sirius International Holdings (NL) B.V.

De Boelelaan 7,

1083 HJ Amsterdam

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(c) The Netherlands
Citizenship

| <u>Reporting Person</u> | <u>Place of incorporation:</u> |
|--|--------------------------------|
| White Mountains Insurance Group, Ltd. | Bermuda |
| Lone Tree Holdings Ltd. | Bermuda |
| Sirius International Financial Services Ltd. | Bermuda |
| Sirius International Insurance Corporation | Sweden |
| Sirius International Holdings (NL) B.V. | The Netherlands |

(d) Title of Class of Securities
Class B Common Stock (\$.01 par value)

(e) CUSIP Number
G67742109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See the Cover Pages for each of the Reporting Persons.
- (b) Percent of class:

See the Cover Pages for each of the Reporting Persons.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) Shared power to vote or to direct the vote
 - (iii) Sole power to dispose or to direct the disposition of
 - (iv) Shared power to dispose or to direct the disposition of

See the Cover Pages for each of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person
Not applicable

Item 8. Identification and Classification of Members of the Group
See Exhibit A

Item 9. Notice of Dissolution of Group
Not applicable.

Item 10. Certifications
Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2013

WHITE MOUNTAINS INSURANCE GROUP, LTD.

by: /s/ J. Brian Palmer
Name: J. Brian Palmer
Title: Vice President and Chief Accounting Officer

LONE TREE HOLDINGS LTD.

by: /s/ Jennifer L. Pitts
Name: Jennifer L. Pitts
Title: Director

SIRIUS INTERNATIONAL FINANCIAL SERVICES LTD.

by: /s/ John Sinkus
Name: John Sinkus
Title: Director

SIRIUS INTERNATIONAL INSURANCE CORPORATION

by: /s/ Allan L. Waters
Name: Allan L. Waters
Title: Director

SIRIUS INTERNATIONAL HOLDINGS (NL) B.V.

by: /s/ John Sinkus
Name: John Sinkus
Title: Class A Director

Schedule 13G

Exhibit A

Members of the Filing Group

Parent Holding Company

White Mountains Insurance Group, Ltd.

Subsidiaries of White Mountains Insurance Group, Ltd.

Lone Tree Holdings Ltd. (Holding Company)

Sirius International Financial Services Ltd. (Holdings Company)

Sirius International Insurance Corporation (Insurance Company)

Sirius International Holdings (NL) B.V. (Holding Company)