

JAMES RIVER GROUP, INC

Form SC 13G/A

February 08, 2008

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

James River Group, Inc.
(Name of Issuer)
Common Stock, par value \$0.01 per share
(Title of Class of Securities)
470359100
(CUSIP Number)
December 31, 2007
(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.

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. 470359100

13 G/A

Page 2 of 17 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

HRWCP 1 LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
0

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

8 WITH
SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 470359100

13 G/A

Page 3 of 17 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

High Ridge Capital Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY 0
SHARED VOTING POWER

7 EACH REPORTING PERSON 0
SOLE DISPOSITIVE POWER

8 WITH 0
SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 470359100

13 G/A

Page 4 of 17 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

High Ridge GP Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY 0
SHARED VOTING POWER

7 EACH REPORTING PERSON 0
SOLE DISPOSITIVE POWER

8 WITH 0
SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 470359100

13 G/A

Page 5 of 17 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

High Ridge GP II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

0

7 EACH REPORTING PERSON

SOLE DISPOSITIVE POWER

0

8 WITH

SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 470359100

13 G/A

Page 6 of 17 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Liberty Street Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
0

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
0

WITH **8** SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 470359100

13 G/A

Page 7 of 17 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Liberty Street Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
0

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
0

WITH **8** SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 470359100

13 G/A

Page 8 of 17 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Long Trail Ventures LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY 0
SHARED VOTING POWER

7 EACH REPORTING PERSON 0
SOLE DISPOSITIVE POWER

8 WITH 0
SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 470359100

13 G/A

Page 9 of 17 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steven J. Tynan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
0

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

WITH:
8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 470359100

13 G/A

Page 10 of 17 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

James L. Zech

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 470359100

13 G/A

Page 11 of 17 Pages

Item 1(a) Name of Issuer

James River Group, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices

300 Meadowmont Village Circle, Suite 333
Chapel Hill, NC 27517

Item 2(a) Name of Person Filing

HRWCP 1 LP

High Ridge Capital Partners II, L.P.

High Ridge GP Holdings LLC

High Ridge GP II LLC

Liberty Street Corp.

Liberty Street Partners L.P.

Long Trail Ventures LLC

Steven J. Tynan

James L. Zech

Item 2(b) Address of Principal Business Office or, if none, Residence

James L. Zech:

672 Oenoke Ridge
New Canaan, CT 06840

HRWCP 1 LP

High Ridge Capital Partners II, L.P.

High Ridge GP Holdings LLC

High Ridge GP II LLC

Liberty Street Corp.

Liberty Street Partners L.P.

Long Trail Ventures LLC

Steven J. Tynan:

152 Harbor Road

Rye, NH 03870

Item 2(c) Citizenship

HRWCP 1 LP, High Ridge Capital Partners II, L.P. and Liberty Street Partners L.P. are each a limited partnership organized in the State of Delaware. High Ridge GP Holdings LLC, High Ridge GP II LLC and Long Trail Ventures LLC are each a limited liability company organized in the State of Delaware. Liberty Street Corp. is a corporation organized in the State of Delaware. Steven J. Tynan and James L. Zech are citizens of the United States of America.

Item 2(d) Title of Class of Securities

Common Stock, par value \$0.01 per share

Item 2(e) CUSIP Number

470359100

Item 3 Not applicable.

CUSIP No. 470359100

13 G/A

Page 12 of 17 Pages

Item 4 Ownership

(a)

0

(b)

0%

(c)

0

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 [X].

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

This Schedule is being filed pursuant to Rule 13d-1(d). The identities of the group are stated in Item 2.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certification

Not applicable.

CUSIP No. 470359100

13 G/A
SIGNATURE

Page 13 of 17 Pages

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.

February 8, 2008

HRWCP 1 LP

By: /s/ Steven J. Tynan
Steven J. Tynan
Manager of General Partner

February 8, 2008

High Ridge Capital Partners II, L.P.

By: /s/ Steven J. Tynan
Steven J. Tynan
Manager of General Partner

February 8, 2008

High Ridge GP Holdings LLC

By: /s/ Steven J. Tynan
Steven J. Tynan
Manager

February 8, 2008

High Ridge GP II LLC

By: /s/ Steven J. Tynan
Steven J. Tynan
Manager

February 8, 2008

Liberty Street Corp.

By: /s/ Steven J. Tynan
Steven J. Tynan
President

February 8, 2008

Liberty Street Partners L.P.

By: /s/ Steven J. Tynan
Steven J. Tynan
President of General Partner

February 8, 2008

Long Trail Ventures LLC

By: /s/ Steven J. Tynan
Steven J. Tynan
Manager

CUSIP No. 470359100

13 G/A

Page 14 of 17 Pages

February 8, 2008

Steven J. Tynan

/s/ Steven J. Tynan
Steven J. Tynan

February 8, 2008

James L. Zech

/s/ James L. Zech
James L. Zech

CUSIP No. 470359100

13 G/A

Page 15 of 17 Pages

EXHIBIT INDEX

Exhibit No.

99.1

Joint Filing Agreement pursuant to 13d-1(k)(1) among, HRWCP 1 LP, High Ridge Capital Partners II, L.P., High Ridge GP Holdings LLC, High Ridge GP II LLC, Liberty Street Corp., Liberty Street Partners L.P., Long Trail Ventures LLC, Steven J. Tynan and James L. Zech.