

James River Group, INC  
Form S-8 POS  
August 01, 2006

As filed with the Securities and Exchange Commission on August 1, 2006

Registration No. 333-130399

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

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POST-EFFECTIVE AMENDMENT TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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James River Group, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation or  
Organization)

05-0539572  
(I.R.S. Employer  
Identification No.)

James River Group, Inc. 2003 Incentive Plan

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(Full Title of the Plan)

300 Meadowmont Village Circle, Suite 333  
Chapel Hill, North Carolina 27517  
(919) 883-4171

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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J. Adam Abram  
President and Chief Executive Officer  
James River Group, Inc.  
300 Meadowmont Village Circle, Suite 333  
Chapel Hill, North Carolina 27517  
(919) 883-4171

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Heather R. Badami, Esq.  
Bryan Cave LLP  
700 Thirteenth Street, N.W., Suite 700  
Washington, D.C. 20005  
(202) 508-6000  
Fax: (202) 508-6200

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EXPLANATORY STATEMENT

Pursuant to this Post-Effective Amendment to its Registration Statement on Form S-8 (Registration No. 333-130399), James River Group, Inc. deregisters 2,072,470 shares of its common stock reserved for future grants under the James River Group, Inc. 2003 Incentive Plan heretofore registered and not previously issued or sold.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chapel Hill, State of North Carolina on the 1st day of August, 2006.

By: /s/ JAMES RIVER GROUP, INC.  
J. Adam Abram  
President and Chief Executive Officer

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed below by the following persons in the capacities and on the dates stated.

| Signatures                             | Title   | Date           |
|--|---|----------------|
| /s/ J. ADAM ABRAM<br>J. Adam Abram     | President, Chief Executive Officer and<br>Director      | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>Michael T. Oakes | Executive Vice President and Chief<br>Financial Officer | August 1, 2006 |

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|   |   |                |
|---|---|----------------|
| /s/ GREGG T. DAVIS<br>Gregg T. Davis        | Executive Vice President – Finance and<br>Treasurer | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>Richard W. Wright     | Chairman of the Board                               | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>Matthew Bronfman      | Director  | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>Alan N. Colner        | Director  | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>Joel L. Fleishman     | Director  | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>Dallas W. Luby        | Director  | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>John T. Sinnott       | Director  | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>Michael H. Steinhardt | Director  | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>A. Wellford Tabor     | Director  | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>James L. Zech         | Director  | August 1, 2006 |
| /s/ J. ADAM ABRAM*<br>Nicolas D. Zerbib     | Director  | August 1, 2006 |

\* Pursuant to power of attorney.

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EXHIBITS

23.1 Consent of Ernst & Young LLP.

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