

Brody David N  
 Form 3  
 May 10, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|                                                                                                                                                                                            |                                                                        |                                                                                      |                                                                                                                                                                                                                                                                                                             |                                                      |                                                                                                                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br>Â Brody David N<br>(Last) (First) (Middle)<br><br>15303 VENTURA BLVD<br>(Street)<br><br>SHERMAN<br>OAKS, Â CA Â 91403<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>05/08/2012 | 3. Issuer Name and Ticker or Trading Symbol<br>SIGNATURE GROUP HOLDINGS, INC. [SGGH] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Sr. Vice President; Secretary | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock <sup>(1)</sup>        | 1,215                                                    | D                                                                 | Â                                                        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable                                            | Title                                                                          | Amount or Number of                                    |                                                                        |                                                          |

Edgar Filing: Brody David N - Form 3

|                        |            |            |                         | Shares |        | (I)<br>(Instr. 5) |   |
|------------------------|------------|------------|-------------------------|--------|--------|-------------------|---|
| Options <sup>(2)</sup> | 05/08/2012 | 05/08/2017 | SGGH<br>Common<br>Stock | 16,667 | \$ 0.3 | D                 | Â |
| Options <sup>(2)</sup> | 05/08/2013 | 05/08/2018 | SGGH<br>Common<br>Stock | 16,667 | \$ 0.3 | D                 | Â |
| Options <sup>(2)</sup> | 05/08/2014 | 05/08/2019 | SGGH<br>Common<br>Stock | 16,667 | \$ 0.3 | D                 | Â |
| Options <sup>(3)</sup> | 05/08/2012 | 05/08/2017 | SGGH<br>Common<br>Stock | 25,000 | \$ 0.3 | D                 | Â |
| Options <sup>(3)</sup> | 01/01/2013 | 01/01/2018 | SGGH<br>Common<br>Stock | 25,000 | \$ 0.3 | D                 | Â |
| Options <sup>(3)</sup> | 01/01/2014 | 01/01/2019 | SGGH<br>Common<br>Stock | 25,000 | \$ 0.3 | D                 | Â |
| Options <sup>(3)</sup> | 01/01/2015 | 01/01/2020 | SGGH<br>Common<br>Stock | 25,000 | \$ 0.3 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |                               |
|---------------------------------------------------------------|---------------|-----------|---------|-------------------------------|
|                                                               | Director      | 10% Owner | Officer | Other                         |
| Brody David N<br>15303 VENTURA BLVD<br>SHERMAN OAKS, CA 91403 | Â             | Â         | Â       | Sr. Vice President; Secretary |

## Signatures

David Brody                      05/10/2012  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* 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).
- (1) The shares are a distribution from the termination of retirement plans in 2008.  
 As a result of 2010 performance awards, Mr. Brody received 50,000 options that vest in three equal installments, with the first tranche
- (2) vesting immediately and the remaining tranches vesting on May 8, 2013 and May 8, 2014 respectively. The award expires May 8, 2020 if unexercised.
- (3)

## Edgar Filing: Brody David N - Form 3

As a result of 2011 performance awards, Mr. Brody received 100,000 options that vest in four equal installments, with the first tranche vesting immediately and the remaining tranches vesting on January 1, 2013, January 1, 2014 and January 1, 2015 respectively. The award expires May 8, 2020 if unexercised.

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