

SIGNATURE GROUP HOLDINGS, INC.

Reported by

MANDERSON WILLIAM CHRISTOPHER

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/16/12 for the Period Ending 11/05/12

Address 15303 VENTURA BLVD.
SUITE 1600
SHERMAN OAKS, CA 91403
Telephone (805) 409-4340
CIK 0000038984
Symbol SGGH
SIC Code 5063 - Electrical Apparatus and Equipment Wiring Supplies, and Construction Materials
Industry Electronic Instr. & Controls
Sector Technology
Fiscal Year 12/31

FORM 3

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

OMB APPROVAL
OMB Number: 3235-0104
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 or Section 30
(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Manderson William Christopher			11/5/2012		SIGNATURE GROUP HOLDINGS, INC. [SGGH]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
15303 VENTURA BLVD., SUITE 1600			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP, General Counsel /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
SHERMAN OAKS, CA 91403					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
SGGH Common Stock	195000 ⁽¹⁾	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options ⁽²⁾	5/5/2013	11/5/2022	SGGH Common Stock	189000	\$0.44	D	
Options ⁽²⁾	5/5/2014	11/5/2022	SGGH Common Stock	189000	\$0.44	D	
Options ⁽²⁾	5/5/2015	11/5/2022	SGGH Common Stock	189000	\$0.44	D	
			SGGH				

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options	7/1/2015 (2)	11/5/2022	Common Stock	189000	\$0.44	D	

Explanation of Responses:

- (1) As part of an employment package that has cash and equity components, Mr. Manderson received restricted shares of common stock valued at \$85,800.00 upon joining the company on November 5, 2012. Unless Mr. Manderson's employment is terminated earlier, or there is a change in control of the company, the shares shall fully vest on December 31, 2013.
- (2) On November 5, 2012, as part of his employment package, Mr. Manderson was awarded 756,000 options pursuant to the Signature Group Holdings, Inc. 2006 Performance Plan. The options vest in 4 equal installments, with the first tranche vesting on May 5, 2013. The second and third tranche vest on the 18th and 30th month anniversary of the award date, respectively. The final 25% of awarded options will vest on July 1, 2015 provided certain conditions regarding the share price of SGGH stock are met as of that date. If Mr. Manderson's employment is not renewed as of January 1, 2014, then the final tranche shall vest on that date provided certain SGGH share price conditions are met. Should Mr. Manderson decline a renewed offer of employment on January 1, 2014, then the final tranche shall be forfeited.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manderson William Christopher 15303 VENTURA BLVD. SUITE 1600 SHERMAN OAKS, CA 91403			Executive VP, General Counsel	

Signatures

William Christopher Manderson

11/16/2012

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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