FORM 4	
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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# STATEMENT OF CHANGES IN 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. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer					
		(Check all applicable)					
WOODS GARY V	Argo Group International Holdings, Ltd.						
	[AGII]	X Director 10% Owner					
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	Officer (give title below) Other (specify below)					
ARGO GROUP INTERNATIONAL HOLDINGS, LTD., 110 PITTS BAY ROAD	3/6/2017						
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)					
PEMBROKE, HM 08, D0 (Citv) (State) (Zip)		X Form filed by One Reporting Person Form filed by More than One Reporting Person					

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

					· · ·		· ·	l l		
1. Title of Security (Instr. 3)	2. Trans. Date			(Instr. 8)		ties Acqui sed of (D) 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial
			Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	3/6/2017		М		6655	Α	\$23.90	22947 (1)	D	
Common Stock	3/6/2017		D		2373	D	\$67.05	20574	D	

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

1. Title of Derivate	2.	3. Trans.	3A. Deemed	4. Trans.		5. Number of		6. Date Exercisable and		7. Title and Amount of		8. Price of	9. Number of	10.	11. Nature
Security	Conversion	Date	Execution	Code	Derivative		Derivative Expiration Date		Date	Securities Underlying		Derivative	derivative	Ownership	of Indirect
(Instr. 3)	or Exercise		Date, if any	(Instr. 8)		Securities Acquired		Securities Acquired J		Derivative Security		Security	Securities	Form of	Beneficial
	Price of		-			(A) or Disposed of				(Instr. 3 and 4)		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					(D)		-			Owned	Security:	(Instr. 4)		
	Security					(Instr. 3, 4 and 5)						Following	Direct (D)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s)	or Indirect (I) (Instr. 4)	
Stock Appreciation Rights	\$23.90	3/6/2017		М			<u>6655</u> (2)	<u>(3)</u>	5/4/2017	Common Stock	6655	\$0.00	0	D	

### **Explanation of Responses:**

(1) Includes the effect of an adjustment for Argo Group's 10% stock dividend paid on June 15, 2016.

(2) Includes the effect of an adjustment for Argo Group's 10% stock dividends paid on June 17, 2013, March 16, 2015 and June 15, 2016.

(3) The stock appreciation rights vested on the calendar day immediately preceding Argo Group's 2011 annual general meeting of shareholders.

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Address	Director	10% Owner	Officer	Other			
WOODS GARY V							
ARGO GROUP INTERNATIONAL HOLDINGS, LTD.	Х						
110 PITTS BAY ROAD							
PEMBROKE, HM 08, D0							

#### Signatures

\*

/s/ Craig S. Comeaux, attorney-in-fact

\*\* Signature of Reporting Person

Date

3/7/2017

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 4(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.

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.