



William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

DEC 09 2014

By Electronic Mail

December 9, 2014

Washington, DC 20549

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

CERT NAS

File No. 001-36777

Dear Mr. Thomas:

This is to certify that on December 9, 2014, The Nasdaq Stock Market (the "Exchange") received from James River Group Holdings, Ltd. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Shares, \$0.0002 par value

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery