

Resolute Forest Products Inc.
Form SC 13D/A
May 13, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 12)*

Resolute Forest Products Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

003687209

(CUSIP Number)

Paul Rivett

President

Fairfax Financial Holdings Limited

95 Wellington Street West, Suite 800

Toronto, Ontario, Canada, M5J 2N7

Telephone: (416) 367-4941

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

- With a copy to -

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Jason R. Lehner

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

May 10, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

V. PREM WATSA

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds
 OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o

6 Citizenship or Place of Organization
 CANADIAN

7 Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 29,485,689

9 Sole Dispositive Power

10 Shared Dispositive Power
 29,485,689

11 Aggregate Amount Beneficially Owned by Each Reporting Person
 29,485,689

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o

13 Percent of Class Represented by Amount in Row (11)
 32.9%

14 Type of Reporting Person
 IN

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

1109519 ONTARIO LIMITED

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

ONTARIO, CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
29,485,689

9 Sole Dispositive Power

10 Shared Dispositive Power
29,485,689

11 Aggregate Amount Beneficially Owned by Each Reporting Person

29,485,689

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

32.9%

14 Type of Reporting Person

CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

THE SIXTY TWO INVESTMENT COMPANY LIMITED

2 Check the Appropriate Box if a Member of a Group

(a) o
(b) x

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o

6 Citizenship or Place of Organization

BRITISH COLUMBIA, CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
29,485,689

9 Sole Dispositive Power

10 Shared Dispositive Power
29,485,689

11 Aggregate Amount Beneficially Owned by Each Reporting Person

29,485,689

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o

13 Percent of Class Represented by Amount in Row (11)

32.9%

14 Type of Reporting Person

CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

810679 ONTARIO LIMITED

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

ONTARIO, CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
29,485,689

9 Sole Dispositive Power

10 Shared Dispositive Power
29,485,689

11 Aggregate Amount Beneficially Owned by Each Reporting Person
29,485,689

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
32.9%

14 Type of Reporting Person
CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

FAIRFAX FINANCIAL HOLDINGS LIMITED

2 Check the Appropriate Box if a Member of a Group

(a)
 (b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

CANADA

7 Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 29,485,689

9 Sole Dispositive Power

10 Shared Dispositive Power
 29,485,689

11 Aggregate Amount Beneficially Owned by Each Reporting Person

29,485,689

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

32.9%

14 Type of Reporting Person

CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

FFHL GROUP LTD.

2 Check the Appropriate Box if a Member of a Group

(a)
 (b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

CANADA

7 Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 26,193,662

9 Sole Dispositive Power

10 Shared Dispositive Power
 26,193,662

11 Aggregate Amount Beneficially Owned by Each Reporting Person

26,193,662

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

29.3%

14 Type of Reporting Person

CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	FAIRFAX (BARBADOS) INTERNATIONAL CORP.	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Organization	
	BARBADOS	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 1,294,600
	9	Sole Dispositive Power
	10	Shared Dispositive Power 1,294,600
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,294,600	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	1.4%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
WENTWORTH INSURANCE COMPANY LTD.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
BARBADOS
- | | | |
|-------------------------------------------------------------------------------------|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
431,200 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
431,200 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
431,200
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.5%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

TIG INSURANCE (BARBADOS) LIMITED

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

BARBADOS

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
863,400

9 Sole Dispositive Power

10 Shared Dispositive Power
863,400

11 Aggregate Amount Beneficially Owned by Each Reporting Person
863,400

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
1.0%

14 Type of Reporting Person
CO

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
FAIRFAX (US) INC.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
DELAWARE
- | | | |
|-------------------------------------------------------------------------------------|----|----------------------------------------------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
18,117,881 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
18,117,881 |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
18,117,881 |
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
20.2%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
 CLEARWATER INSURANCE COMPANY
- 2 Check the Appropriate Box if a Member of a Group
 (a)
 (b)
- 3 SEC Use Only
- 4 Source of Funds
 OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
 DELAWARE
- | | | |
|-------------------------------------------------------------------------------------|----|---------------------------------------------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
1,075,941 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
1,075,941 |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
1,075,941 |
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
 1.2%
- 14 Type of Reporting Person
 CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	ZENITH NATIONAL INSURANCE CORP.	
2	Check the Appropriate Box if a Member of a Group	
	(a)	<input type="radio"/>
	(b)	<input checked="" type="radio"/>
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	<input type="radio"/>
6	Citizenship or Place of Organization	
	DELAWARE	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 8,281,136
	9	Sole Dispositive Power
	10	Shared Dispositive Power 8,281,136
	11	Aggregate Amount Beneficially Owned by Each Reporting Person 8,281,136
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="radio"/>
13	Percent of Class Represented by Amount in Row (11)	
	9.3%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

ZENITH INSURANCE COMPANY

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

CALIFORNIA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
8,281,136

9 Sole Dispositive Power

10 Shared Dispositive Power
8,281,136

11 Aggregate Amount Beneficially Owned by Each Reporting Person
8,281,136

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
9.3%

14 Type of Reporting Person
CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	TIG HOLDINGS, INC.	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Organization	
	DELAWARE	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 2,580,570
	9	Sole Dispositive Power
	10	Shared Dispositive Power 2,580,570
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	2,580,570	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	2.9%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

TIG INSURANCE COMPANY

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

CALIFORNIA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
2,580,570

9 Sole Dispositive Power

10 Shared Dispositive Power
2,580,570

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,580,570

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
2.9%

14 Type of Reporting Person
CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

ODYSSEY US HOLDINGS INC.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

DELAWARE

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
1,867,275

9 Sole Dispositive Power

10 Shared Dispositive Power
1,867,275

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,867,275

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
2.1%

14 Type of Reporting Person
CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

ODYSSEY RE HOLDINGS CORP.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

DELAWARE

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
1,867,275

9 Sole Dispositive Power

10 Shared Dispositive Power
1,867,275

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,867,275

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
2.1%

14 Type of Reporting Person
CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	ODYSSEY REINSURANCE COMPANY	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Organization	
	CONNECTICUT	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 1,867,275
	9	Sole Dispositive Power
	10	Shared Dispositive Power 1,867,275
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,867,275	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	2.1%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

HUDSON INSURANCE COMPANY

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

DELAWARE

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
157,000

9 Sole Dispositive Power

10 Shared Dispositive Power
157,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person
157,000

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.2%

14 Type of Reporting Person
CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

HUDSON SPECIALTY INSURANCE COMPANY

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

NEW YORK

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
157,000

9 Sole Dispositive Power

10 Shared Dispositive Power
157,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person
157,000

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.2%

14 Type of Reporting Person
CO

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
- NEWLINE HOLDINGS UK LIMITED
- 2 Check the Appropriate Box if a Member of a Group
- | | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
- 3 SEC Use Only
- 4 Source of Funds
- OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
- ENGLAND AND WALES
- | | | |
|-------------------------------------------------------------------------------------|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
244,631 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
244,631 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
- 244,631
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
- 0.3%
- 14 Type of Reporting Person
- CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

NEWLINE CORPORATE NAME LIMITED

2 Check the Appropriate Box if a Member of a Group

(a)
 (b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

ENGLAND AND WALES

7 Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 244,631

9 Sole Dispositive Power

10 Shared Dispositive Power
 244,631

11 Aggregate Amount Beneficially Owned by Each Reporting Person

244,631

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0.3%

14 Type of Reporting Person

CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

CRUM & FORSTER HOLDINGS CORP.

2 Check the Appropriate Box if a Member of a Group

(a)
 (b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

DELAWARE

7 Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 4,981,247

9 Sole Dispositive Power

10 Shared Dispositive Power
 4,981,247

11 Aggregate Amount Beneficially Owned by Each Reporting Person

4,981,247

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

5.6%

14 Type of Reporting Person

CO

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
 THE NORTH RIVER INSURANCE COMPANY
- 2 Check the Appropriate Box if a Member of a Group
 (a)
 (b)
- 3 SEC Use Only
- 4 Source of Funds
 OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
 NEW JERSEY
- | | | |
|-------------------------------------------------------------------------------------|----|-------------------------------------------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
832,012 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
832,012 |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
832,012 |
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
 0.9%
- 14 Type of Reporting Person
 CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

UNITED STATES FIRE INSURANCE COMPANY

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o

6 Citizenship or Place of Organization

DELAWARE

7 Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 4,981,247

9 Sole Dispositive Power

10 Shared Dispositive Power
 4,981,247

11 Aggregate Amount Beneficially Owned by Each Reporting Person
 4,981,247

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o

13 Percent of Class Represented by Amount in Row (11)
 5.6%

14 Type of Reporting Person
 CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

RIVERSTONE HOLDINGS LIMITED

2 Check the Appropriate Box if a Member of a Group

(a)
 (b)

3 SEC Use Only

4 Source of Funds
 OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
 ENGLAND AND WALES

7 Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 2,694,221

9 Sole Dispositive Power

10 Shared Dispositive Power
 2,694,221

11 Aggregate Amount Beneficially Owned by Each Reporting Person
 2,694,221

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
 3.0%

14 Type of Reporting Person
 CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

RIVERSTONE INSURANCE LIMITED

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

ENGLAND AND WALES

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
2,537,521

9 Sole Dispositive Power

10 Shared Dispositive Power
2,537,521

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,537,521

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
2.8%

14 Type of Reporting Person
CO

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CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
RIVERSTONE INSURANCE (UK) LIMITED
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
ENGLAND AND WALES
- | | | |
|-------------------------------------------------------------------------------------|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
156,700 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
156,700 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
156,700
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.2%
- 14 Type of Reporting Person
CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	CRC REINSURANCE LIMITED	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Organization	
	BARBADOS	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 1,664,803
	9	Sole Dispositive Power
	10	Shared Dispositive Power 1,664,803
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,664,803	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	1.9%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

NORTHBRIDGE FINANCIAL CORPORATION

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
3,042,316

9 Sole Dispositive Power

10 Shared Dispositive Power
3,042,316

11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,042,316

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
3.4%

14 Type of Reporting Person
CO

CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
 NORTHBRIDGE COMMERCIAL INSURANCE CORPORATION
- 2 Check the Appropriate Box if a Member of a Group
 (a)
 (b)
- 3 SEC Use Only
- 4 Source of Funds
 OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
 CANADA
- | | | |
|-------------------------------------------------------------------------------------|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
789,945 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
789,945 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
 789,945
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
 0.9%
- 14 Type of Reporting Person
 CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

NORTHBRIDGE GENERAL INSURANCE CORPORATION

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o

6 Citizenship or Place of Organization

CANADA

7 Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 2,053,636

9 Sole Dispositive Power

10 Shared Dispositive Power
 2,053,636

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,053,636

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o

13 Percent of Class Represented by Amount in Row (11)

2.3%

14 Type of Reporting Person

CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

NORTHBRIDGE PERSONAL INSURANCE CORPORATION

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
524,807

9 Sole Dispositive Power

10 Shared Dispositive Power
524,807

11 Aggregate Amount Beneficially Owned by Each Reporting Person

524,807

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0.6%

14 Type of Reporting Person

CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	FEDERATED INSURANCE COMPANY OF CANADA	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Organization	
	CANADA	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 198,735
	9	Sole Dispositive Power
	10	Shared Dispositive Power 198,735
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	198,735	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	0.2%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

BRIT LIMITED

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

ENGLAND AND WALES

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
3,551,140

9 Sole Dispositive Power

10 Shared Dispositive Power
3,551,140

11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,551,140

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
4.0%

14 Type of Reporting Person
CO

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

BRIT INSURANCE HOLDINGS LIMITED

2 Check the Appropriate Box if a Member of a Group

(a)
 (b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

ENGLAND AND WALES

7 Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 3,551,140

9 Sole Dispositive Power

10 Shared Dispositive Power
 3,551,140

11 Aggregate Amount Beneficially Owned by Each Reporting Person

3,551,140

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

4.0%

14 Type of Reporting Person

CO

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CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	BRIT INSURANCE (GIBRALTAR) PCC LIMITED	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Organization	
	GIBRALTAR	
	7	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 1,183,680
	9	Sole Dispositive Power
	10	Shared Dispositive Power 1,183,680
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,183,680	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	1.3%	
14	Type of Reporting Person	
	CO	

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CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

BRIT SYNDICATES LIMITED

2 Check the Appropriate Box if a Member of a Group

(a) o
(b) x

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o

6 Citizenship or Place of Organization

ENGLAND AND WALES

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
2,367,460

9 Sole Dispositive Power

10 Shared Dispositive Power
2,367,460

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,367,460

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o

13 Percent of Class Represented by Amount in Row (11)

2.6%

14 Type of Reporting Person

CO

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This Amendment No. 12 amends the Schedule 13D filed with the Securities and Exchange Commission on April 11, 2008 by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited (Fairfax), TIG Insurance Company, The North River Insurance Company, Odyssey Reinsurance Company, United States Fire Insurance Company, Northbridge Commercial Insurance Corporation (formerly Markel Insurance Company of Canada), Northbridge Indemnity Insurance Corporation (formerly Commonwealth Insurance Company), Federated Insurance Company of Canada, Northbridge General Insurance Corporation (formerly Lombard General Insurance Company of Canada), Northbridge Personal Insurance Corporation (formerly Lombard Insurance Company) and Zenith Insurance Company, as amended by Amendment No. 1 to the Schedule 13D filed on October 17, 2008, Amendment No. 2 to the Schedule 13D filed on March 23, 2009, Amendment No. 3 to the Schedule 13D filed on December 27, 2010, Amendment No. 4 to the Schedule 13D filed on January 14, 2011, Amendment No. 5 to the Schedule 13D filed on December 6, 2011, Amendment No. 6 to the Schedule 13D filed on April 20, 2012, Amendment No. 7 to the Schedule 13D filed on October 18, 2012, Amendment No. 8 to the Schedule 13D filed on December 11, 2012, Amendment No. 9 to the Schedule 13D filed on May 3, 2013, Amendment No. 10 to the Schedule 13D filed on February 3, 2015 and Amendment No. 11 to the Schedule 13D filed on December 22, 2015.

Amendment No. 1 to the Schedule 13D related to the election by Resolute Forest Products Inc. (formerly AbitibiBowater Inc.), a Delaware corporation (Resolute), pursuant to the terms of the Notes (as defined in Item 3 herein), to pay interest on the Notes on the October 15, 2008 interest payment date entirely by increasing the principal amount of the Notes in lieu of paying cash interest on the Notes.

Amendment No. 2 to the Schedule 13D was filed to report that Fairfax had entered into a Support Agreement and a Firm Commitment Agreement related to a recapitalization proposal of Resolute with respect to its Abitibi-Consolidated Inc. subsidiary.

Amendment No. 3 to the Schedule 13D was filed as a result of the issuance of new shares of common stock, \$0.001 par value (the Shares), of Resolute to the Reporting Persons (as defined in Item 2 herein) in connection with the emergence from bankruptcy and reorganization of Resolute and certain of its affiliates (the Reorganization). Pursuant to the Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated as of November 23, 2010, among Resolute and certain of its affiliates and the debtors named therein (the Plan), the Reporting Persons received an aggregate of 11,687,314 Shares in partial consideration of their claims arising from their ownership of debt securities of Resolute and its affiliates.

Amendment No. 4 to the Schedule 13D was filed in order to amend Items 2, 3, 4, 5 and 6 of the Schedule 13D.

Amendment No. 5 to the Schedule 13D was filed as a result of the entry by Fairfax into a lock-up agreement with Resolute in connection with Resolute's intended take-over bid (the Take-Over Bid) to acquire all of the issued and outstanding shares of Fibrek Inc., (Fibrek) (of which Fairfax and/or one or more of the Reporting Persons is a shareholder) pursuant to which lock-up agreement Fairfax agreed to receive its consideration in the form of either cash or

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a mix of cash and Resolute common shares in the event the take-over bid is completed. Such transactions could, if completed and Fairfax or any of the Reporting Persons (defined herein) receive consideration in the form of Resolute common shares, result in an increased beneficial ownership interest by Fairfax and the Reporting Persons in Resolute's common shares.

Amendment No. 6 to the Schedule 13D was filed in connection with the completion of the Take-Over Bid pursuant to which Fairfax received certain consideration in the form of Shares.

Amendment No. 7 to the Schedule 13D was filed in connection with the purchase by Fairfax and certain of its subsidiaries of securities convertible into Shares.

Amendment No. 8 to the Schedule 13D was filed in connection with the distribution by Resolute of Shares to its creditors, which included Fairfax and its subsidiaries.

Amendment No. 9 to the Schedule 13D was filed in connection with the purchase of Shares by Fairfax and certain of its subsidiaries.

Amendment No. 10 to the Schedule 13D was filed in connection with the conversion of Resolute's debt securities held by the Fairfax Group of Companies (as defined below) into Shares and the subsequent transfer of Shares within the Fairfax Group of Companies.

Amendment No. 11 to the Schedule 13D was filed in connection with the conversion of Resolute's debt securities held by the Fairfax Group of Companies (as defined below) into Shares and subsequent intercompany transfers by the Reporting Persons within the Fairfax Group of Companies. Several of such transfers were made to subsidiaries of Brit (defined below), of which only 70.08% of the shares are held by the Fairfax Group of Companies. Fairfax has the ability to repurchase the remaining shares of Brit from the other shareholder over time.

Amendment No. 12 to the Schedule 13D is being filed in connection with the purchase of Shares by Fairfax and certain of its subsidiaries.

The following amendments to Items 2, 5 and 7 of the Schedule 13D are hereby made:

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

This statement is being jointly filed by the following persons (collectively, the Reporting Persons):

1. V. Prem Watsa, an individual, is a citizen of Canada and is the Chairman and Chief Executive Officer of Fairfax Financial Holdings Limited. Mr. Watsa's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

2. 1109519 Ontario Limited (1109519), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. 1109519 is an

investment holding company. The principal business and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

3. The Sixty Two Investment Company Limited (Sixty Two), a corporation incorporated under the laws of British Columbia, is controlled by V. Prem Watsa. Sixty Two is an investment holding company. The principal business and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 3L3;

4. 810679 Ontario Limited (810679), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. 810679 is an investment holding company. The principal business and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

5. Fairfax Financial Holdings Limited (Fairfax), together with its subsidiaries, the Fairfax Group of Companies), a corporation incorporated under the laws of Canada, is controlled by V. Prem Watsa. Fairfax is a financial services holding company. The principal business and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

6. FFHL Group Ltd. (FFHL), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. FFHL is a holding company. The principal business and principal office address of FFHL is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

7. Fairfax (Barbados) International Corp. (FBIC), a corporation established under the laws of Barbados, is a wholly-owned subsidiary of Fairfax. FBIC is an investment holding company. The principal business and principal office address of FBIC is #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103;

8. Wentworth Insurance Company Ltd. (Wentworth), a corporation established under the laws of Barbados, is a wholly-owned subsidiary of Fairfax. The principal business of Wentworth is reinsurance. The principal business and principal office address of FBIC is #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103;

9. TIG Insurance (Barbados) Limited (TIG Barbados), a corporation incorporated under the laws of Barbados, is a wholly-owned subsidiary of Fairfax. The principal business of TIG Barbados is reinsurance. The principal business address and principal office address of TIG Barbados is #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103;

10. Fairfax (US) Inc. (Fairfax US), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. Fairfax US is a holding company. The principal business and principal office address of Fairfax US is 2850 Lake Vista Drive, Suite 150, Lewisville, Texas 75067;

11. Clearwater Insurance Company (Clearwater), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of Clearwater is reinsurance. The principal business and principal office address of Clearwater is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

12. Zenith National Insurance Corp. (ZNIC), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. ZNIC is a holding company. The principal business and principal office address of ZNIC is 21255 Califa Street, Woodland Hills, California 91367-5021;

13. Zenith Insurance Company (Zenith), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of Zenith is workers compensation insurance. The principal business and principal office address of Zenith is 21255 Califa Street, Woodland Hills, California 91367-5021;

14. TIG Holdings, Inc. (TIGH), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. TIGH is a holding company. The principal business and principal office address of TIGH is 2850 Lake Vista Drive, Suite 150, Lewisville, Texas 75067;

15. TIG Insurance Company (TIG), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of TIG is property and casualty insurance. The principal business and principal office address of TIG is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

16. Odyssey US Holdings Inc. (Odyssey), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. Odyssey is a holding company. The principal business and principal office address of Odyssey is 300 First Stamford Place, Stamford, Connecticut 06902;

17. Odyssey Re Holdings Corp. (Odyssey Re), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. Odyssey Re is a holding company. The principal business and principal office address of Odyssey Re is 300 First Stamford Place, Stamford, Connecticut 06902;

18. Odyssey Reinsurance Company (Odyssey Reinsurance), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of Fairfax. The principal business of Odyssey Reinsurance is reinsurance. The principal business and principal office address of Odyssey Reinsurance is 300 First Stamford Place, Stamford, Connecticut 06902;

19. Hudson Insurance Company (Hudson), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of Hudson is property and casualty insurance. The principal business and principal office address of Hudson is 100 William St., New York, New York 10038;

20. Hudson Specialty Insurance Company (HSIC), a corporation incorporated under the laws of New York, is a wholly-owned subsidiary of Fairfax. The principal business of HSIC is insurance. The principal business and principal office address of HSIC is 100 William St., New York, New York 10038;

21. Newline Holdings UK Limited (Newline UK), a corporation incorporated under the laws of the England and Wales, is a wholly-owned subsidiary of Fairfax. Newline UK is a holding company. The principal business address and principal office address of Newline UK is Corn Exchange, 55 Mark Lane, London EC3R 7NE England;

22. Newline Corporate Name Limited (Newline), a corporation incorporated under the laws of the England and Wales, is a wholly-owned subsidiary of Fairfax. The principal business of Newline is property and casualty insurance. The principal business address and principal office address of Newline is Corn Exchange, 55 Mark Lane, London EC3R 7NE England;

23. Crum & Forster Holdings Corp. (Crum & Forster), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. Crum & Forster is a holding company. The principal business and principal office address of Crum & Forster is 305 Madison Avenue, Morristown, NJ 07962;

24. The North River Insurance Company (North River), a corporation incorporated under the laws of New Jersey, is a wholly-owned subsidiary of Fairfax. The principal business of North River is property and casualty insurance. The principal business address and principal office address of North River is 305 Madison Avenue, Morristown, New Jersey 07962;

25. United States Fire Insurance Company (US Fire), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of US Fire is property and casualty insurance. The principal business and principal office address of US Fire is 305 Madison Ave., Morristown, New Jersey 07962;

26. RiverStone Holdings Limited (RiverStone Holdings), a corporation incorporated under the laws of England and Wales, is a wholly-owned

subsidiary of Fairfax. RiverStone Holdings is a holding company. The principal business address and principal office address of RiverStone Holdings is 161-163 Preston Road, Brighton, BN1 6AU, England;

27. RiverStone Insurance Limited (RiverStone), a corporation incorporated under the laws of England and Wales, is a wholly-owned subsidiary of Fairfax. The principal business of RiverStone is property, casualty and energy insurance. The principal business address and principal office address of RiverStone is 161-163 Preston Road, Brighton, BN1 6AU, England;

28. RiverStone Insurance (UK) Limited (RiverStone UK), a corporation incorporated under the laws of England and Wales, is a wholly-owned subsidiary of Fairfax. The principal business of RiverStone UK is property, casualty and energy insurance. The principal business address and principal office address of RiverStone UK is 161-163 Preston Road, Brighton, BN1 6AU, England;

29. CRC Reinsurance Limited (CRC), a corporation established under the laws of the Barbados, is a wholly-owned subsidiary of Fairfax. The principal business of CRC is reinsurance. The principal business address and principal office address of CRC is #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103;

30. Northbridge Financial Corporation (NFC), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. NFC is a holding company. The principal business address and principal office address of NFC is 105 Adelaide Street West, 7th Floor, Toronto, Ontario, Canada M5H 1P9;

31. Northbridge Commercial Insurance Corporation (NCIC), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of NCIC is property and casualty insurance. The principal business address and principal office address of NCIC is 105 Adelaide Street West, 7th Floor, Toronto, Ontario, Canada, M5H 1P9;

32. Northbridge General Insurance Corporation (NGIC), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of NGIC is property and casualty

insurance. The principal business address and principal office address of NGIC is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;

33. Northbridge Personal Insurance Corporation (NPIC), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of NPIC is property and casualty insurance. The principal business address and principal office address of NPIC is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;

34. Federated Insurance Company of Canada (Federated), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Federated is property and casualty insurance. The principal business address and principal office address of Federated is 255 Commerce Dr., P.O. Box 5800, Winnipeg, Manitoba, Canada, R3C 3C9;

35. Brit Limited (Brit), a corporation incorporated under the laws of England and Wales, is a subsidiary of Fairfax. Brit Limited is a holding company. The principal business address and principal office address of Brit is The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AB, United Kingdom;

36. Brit Insurance Holdings Limited (Brit Holdings), a corporation incorporated under the laws of England and Wales, is a subsidiary of Fairfax. Brit Holdings is a holding company. The principal business address and principal office address of Brit Holdings is The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AB, United Kingdom;

37. Brit Insurance (Gibraltar) PCC Limited (Brit Gibraltar), a corporation incorporated under the laws of Gibraltar, is a subsidiary of Fairfax. The principal business of Brit Gibraltar is reinsurance. The principal business address and principal office address of Brit Gibraltar is Suite 3C, Eurolife Building, 1 Corral Road, Gibraltar; and

38. Brit Syndicates Limited (Brit Syndicates), a corporation incorporated under the laws of England and Wales, is a subsidiary of Fairfax. The principal business of Brit Syndicates is insurance. The principal business address and principal office address of Brit Syndicates is The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AB, United Kingdom.

Neither the filing of this Schedule 13D nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, FFHL, FBIC, Wentworth, TIG Barbados, Fairfax US, Clearwater, ZNIC, Zenith, TIGH, TIG, Odyssey, Odyssey Re, Odyssey Reinsurance, Hudson, HSIC, Newline UK, Newline, Crum & Forster, North River, US Fire, RiverStone Holdings, RiverStone, RiverStone UK, CRC, NFC, NCIC, NGIC, NPIC, Federated, Brit, Brit Holdings, Brit Gibraltar or Brit Syndicates that it is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or for any other purpose, and such beneficial ownership is expressly disclaimed.

The name, present principal occupation or employment and name, principal business and address of any corporation or other organization in which such employment is conducted and the citizenship of each director and executive officer of each of the Reporting Persons is set forth in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z, AA, BB, CC, DD, EE, FF, GG, HH, II, JJ or KK, as the case may be, and such Annexes are incorporated herein by reference.

Pursuant to Rule 13d-1(k) under the Exchange Act, the Reporting Persons have agreed to file jointly one statement with respect to their ownership of the Shares.

During the last five years, none of the Reporting Persons, and, to the best of each such Reporting Person's knowledge, none of the executive officers or directors of such Reporting Person have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in the Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a) Based on the most recent information available, the aggregate number and percentage of the Shares (the securities identified by Item 1 of this Schedule 13D) that are beneficially owned by each of the Reporting Persons is set forth in boxes 11 and 13 of the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

The percentage of Shares beneficially owned by each of the Reporting Persons was calculated based on 89,492,774 Shares issued and outstanding.

(b) The numbers of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 7, 8, 9 and 10, respectively, on the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

(c) Except as described herein, none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any person listed in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z, AA, BB, CC, DD, EE, FF, GG, HH, II, JJ or KK, beneficially owns, or has acquired or disposed of, any Shares during the last 60 days.

(d) No person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of Shares held by the Reporting Persons other than each of the Reporting Persons, and in respect of 183,229 Shares, certain pension plans of certain subsidiaries of Fairfax.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition of the following exhibit to the end thereof:

Ex. 8.2: Joint filing agreement dated as of May 12, 2016 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, FFHL Group Ltd., Fairfax (Barbados) International Corp., Wentworth Insurance Company Ltd., TIG Insurance (Barbados) Limited, Fairfax (US) Inc., Clearwater Insurance Company, Zenith National Insurance Corp., Zenith Insurance Company, TIG Holdings, Inc., TIG Insurance Company, Odyssey US Holdings Inc., Odyssey Re Holdings Corp., Odyssey Reinsurance Company, Hudson Insurance Company, Hudson Specialty Insurance Company, Newline Holdings UK Limited, Newline Corporate Name Limited, Crum & Forster Holdings Corp., The North River Insurance Company, United States Fire Insurance Company, RiverStone Holdings Limited, RiverStone Insurance Limited, RiverStone Insurance (UK) Limited, CRC Reinsurance Limited, Northbridge Financial Corporation, Northbridge Commercial Insurance Corporation, Northbridge General Insurance Corporation, Northbridge Personal Insurance Corporation, Federated Insurance Company of Canada, Brit Limited, Brit Insurance Holdings Limited, Brit Insurance (Gibraltar) PCC Limited and Brit Syndicates Limited.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

V. Prem Watsa

/s/ V. Prem Watsa

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

1109519 Ontario Limited

By:

Name:
Title:

/s/ V. Prem Watsa
V. Prem Watsa
President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

The Sixty Two Investment Company Limited

By:		/s/ V. Prem Watsa
	Name:	V. Prem Watsa
	Title:	President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

810679 Ontario Limited

By:

Name:
Title:

/s/ V. Prem Watsa
V. Prem Watsa
President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

Fairfax Financial Holdings Limited

By:

Name:

Title:

/s/ Paul Rivett

Paul Rivett

President

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

FFHL Group Ltd.

By:

Name:

Title:

/s/ Paul Rivett

Paul Rivett

Director

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

Fairfax (Barbados) International Corp.

By:		/s/ Ronald Schokking
	Name:	Ronald Schokking
	Title:	Chairman

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

Wentworth Insurance Company Ltd.

By:		/s/ Ronald Schokking
	Name:	Ronald Schokking
	Title:	Chairman

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

TIG Insurance (Barbados) Limited

By:

Name:

Title:

/s/ Ronald Schokking

Ronald Schokking

Chairman

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

Fairfax (US) Inc.

By:

Name:

Title:

/s/ Dorothy D. Whitaker

Dorothy D. Whitaker

Vice President, Treasurer, Secretary
and Director

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

Clearwater Insurance Company

By:

Name:

Title:

/s/ Nicholas C. Bentley

Nicholas C. Bentley

Chairman, President, Chief Executive
Officer and Director

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2016

Zenith National Insurance Corp.

By:

Name:

Title:

/s/ William J. Owen

William J. Owen

Executive Vice President,

Chief Financial Officer and Treasurer