

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**April 12, 2006**

Date of Report (Date of earliest event reported)

**WHITE MOUNTAINS INSURANCE GROUP, LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**

(State or other jurisdiction of  
incorporation or organization)

**1-8993**

(Commission file  
number)

**94-2708455**

(I.R.S. Employer  
Identification No.)

**Harborside Financial Center, Plaza 5,  
Jersey City, New Jersey 07311-1114**

(Address of principal executive offices)

**(201) 631-3300**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 8.01 Other Events.**

White Mountains Re Group, Ltd., a wholly owned subsidiary of White Mountains Insurance Group, Ltd., today announced that it had agreed to sell its Sirius America subsidiary to an investor group led by Lightyear Capital for approximately \$139 million. As part of the transaction, White Mountains will acquire an equity interest of approximately 18% in the acquiring entity.

White Mountains Re acquired Sirius America in 2004 as part of its acquisition of the Sirius group. Sirius America is a Delaware-domiciled primary underwriter of program specialty insurance. As of December 31, 2005, Sirius America's GAAP book value was approximately \$116 million. The transaction, which is subject to regulatory and other conditions, is expected to close during the summer of 2006.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits. The following exhibit is furnished herewith:

**EXHIBIT INDEX**

99.1 Press Release of White Mountains Insurance Group, Ltd. dated April 12, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DATED: April 12, 2006

WHITE MOUNTAINS INSURANCE GROUP, LTD.

By: /s/ J. BRIAN PALMER

J. Brian Palmer

Chief Accounting Officer



**PRESS RELEASE**

CONTACT: Michael Tyburski

Tel: (201) 631-3304

**WHITE MOUNTAINS RE AGREES TO SELL SIRIUS AMERICA TO INVESTOR  
GROUP LED BY LIGHTYEAR CAPITAL**

HAMILTON, Bermuda, April 12—White Mountains Re Group, Ltd., a wholly owned subsidiary of White Mountains Insurance Group, Ltd. (NYSE: WTM), today announced that it had agreed to sell its Sirius America subsidiary to an investor group led by Lightyear Capital. As part of the transaction, White Mountains will acquire an equity interest of approximately 18% in the acquiring entity.

White Mountains Re acquired Sirius America in 2004 as part of its acquisition of the Sirius group. Sirius America is a Delaware-domiciled primary underwriter of program specialty insurance. The transaction, which is subject to regulatory and other conditions, is expected to close during the summer of 2006.

**ADDITIONAL INFORMATION**

White Mountains Re Group Ltd. is a Bermuda holding company whose operating companies offer lead reinsurance capacity for property, casualty, accident & health, marine, and aviation exposures. White Mountains Insurance Group, Ltd. is a Bermuda-domiciled financial services holding company traded on the New York Stock Exchange and the Bermuda Stock Exchange under the symbol "WTM". Additional financial information and other items of interest are available at White Mountains' web site located at [www.whitemountains.com](http://www.whitemountains.com).

*Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995*

*The press release may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included or referenced in this release which address activities, events or developments which we expect or anticipate will or may occur in the future are forward-looking statements. The words "will," "believe," "intend," "expect," "anticipate," "project," "estimate," "predict" and similar expressions are also intended to identify forward-looking statements. These forward-looking statements include, among others, statements with respect to White Mountains':*

- *growth in book value per share or return on equity;*
- *business strategy;*
- *financial and operating targets or plans;*
- *incurred losses and the adequacy of its loss and loss adjustment expense reserves and related reinsurance;*
- *projections of revenues, income (or loss), earnings (or loss) per share, dividends, market share or other financial forecasts;*
- *expansion and growth of our business and operations; and*
- *future capital expenditures.*

*These statements are based on certain assumptions and analyses made by White Mountains in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors believed to be appropriate in the circumstances. However, whether actual results and developments will conform to our expectations and predictions is subject to a number of risks and uncertainties that could cause actual results to differ materially from expectations, including:*

- *claims arising from catastrophic events, such as hurricanes, earthquakes, floods or terrorist attacks;*
- *the continued availability of capital and financing;*
- *general economic, market or business conditions;*
- *business opportunities (or lack thereof) that may be presented to it and pursued;*
- *competitive forces, including the conduct of other property and casualty insurers and reinsurers;*

- *changes in domestic or foreign laws or regulations, or their interpretation, applicable to White Mountains, its competitors or its clients;*
- *an economic downturn or other economic conditions adversely affecting its financial position;*
- *recorded loss reserves subsequently proving to have been inadequate;*
- *other factors, most of which are beyond White Mountains' control.*

*Consequently, all of the forward-looking statements made in this press release are qualified by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by White Mountains will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, White Mountains or its business or operations. White Mountains assumes no obligation to update publicly any such forward-looking statements, whether as a result of new information, future events or otherwise.*

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