

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

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**SCHEDULE TO**

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

**WHITE MOUNTAINS INSURANCE GROUP, LTD.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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Common Shares, par value \$1.00 per share  
(Title of Class of Securities)

G9618E107  
(CUSIP Number of Class of Securities)

**Robert L. Seelig, Esq.**  
**Managing Director and General Counsel**  
**White Mountains Insurance Group, Ltd.**  
**80 South Main Street**  
**Hanover, New Hampshire 03755-2053**  
**Telephone: (603) 640-2200**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

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With a copy to:

**Philip A. Gelston, Esq.**  
**Cravath, Swaine & Moore LLP**  
**825 Eighth Avenue**  
**New York, New York 10019**  
**Telephone: (212) 474-1000**

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**CALCULATION OF FILING FEE:**

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**Transaction Valuation\***  
Not Applicable

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**Amount of Filing Fee\*\***  
Not Applicable

\* Pursuant to General Instruction D to Schedule TO, no filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

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- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: Not applicable  
Form or Registration No.: Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

- Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.

- issuer tender offer subject to Rule 13e-4.

- going-private transaction subject to Rule 13e-3.

- amendment to Schedule 13D under Rule 13d-2.

- Check the following box if the filing is a final amendment reporting the results of the tender offer:
- 
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**Item 12. Exhibits.**

**Exhibit No.**

**Description**

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(a)(5)(A)

Press Release, dated August 17, 2011.

INDEX OF EXHIBITS

| <b>Exhibit No.</b> | <b>Description</b>                    |
|--------------------|---------------------------------------|
| (a)(5)(A)          | Press Release, dated August 17, 2011. |



# PRESS RELEASE

CONTACTS: Investors      Media  
David Foy      Eric Brielmann  
(203) 458-5850 (212) 355-4449

## WHITE MOUNTAINS TO COMMENCE SELF-TENDER OFFER TO PURCHASE UP TO 300,000 OF ITS COMMON SHARES

HAMILTON, Bermuda, August 17, 2011 -- White Mountains Insurance Group, Ltd. (NYSE: WTM) announced today that it intends to commence a “modified Dutch auction” self-tender offer to purchase up to 300,000 of its common shares at a purchase price of not greater than \$435 or less than \$385 per share net to the seller in cash. The tender offer is expected to commence on August 18, 2011 and expire at 12:00 midnight, New York City time, on September 15, 2011, unless extended. White Mountains’ common shares closed on the New York Stock Exchange at \$403.00 per share on August 16, 2011.

A “modified Dutch auction” self-tender offer allows shareholders to indicate how many shares and at what price within the Company’s specified range they wish to tender their shares. Based on the number of shares tendered and the prices specified by the tendering shareholders, the Company will determine the lowest price per share within the range that will enable it to purchase 300,000 shares, or such lesser number of shares that are properly tendered and not properly withdrawn. All shares purchased by the Company in the tender offer will be purchased at the same price regardless of whether the shareholder tendered at a lower price. The Company will not purchase shares below a price stipulated by a shareholder, and in some cases, may actually purchase shares at a price above a shareholder’s indication under the terms of the tender offer.

The tender offer will not be conditioned upon any minimum number of shares being tendered. The tender offer will be, however, subject to certain conditions as will be specified in the offer to purchase. Specific instructions and a complete explanation of the terms and conditions of the tender offer will be contained in the offer to purchase, the letter of transmittal and the related materials, which will be mailed to shareholders of record shortly after commencement of the tender offer.

Neither the Company nor its Board of Directors makes any recommendation as to whether any shareholder should participate in the tender offer or as to the price or prices at which shareholders may choose to tender their shares in the tender offer.

The Company’s directors and executive officers have advised the Company that they do not intend to tender any of their shares in the tender offer.

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D.F. King & Co., Inc. will serve as information agent for the tender offer. Shareholders with questions, or who would like to receive additional copies of the tender offer documents when they are available, may call D.F. King & Co., Inc. at (800) 967-4607 (toll free).

White Mountains is traded on the New York Stock Exchange under the symbol "WTM" and the Bermuda Stock Exchange under the symbol "WTM-BH".

## TENDER OFFER STATEMENT

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any shares of the Company's common shares. The solicitation and offer to buy the Company's common shares will only be made pursuant to the offer to purchase and the related materials that the Company will send to its shareholders shortly after commencement of the tender offer. Shareholders should carefully read those materials when they are available because they will contain important information, including the various terms and conditions of the tender offer. Neither the Company nor its directors make any recommendation as to whether to tender shares or as to the price at which to tender them. Shareholders may obtain free copies, when available, of the offer to purchase, the letter of transmittal and the related materials that will be filed by the Company with the Securities and Exchange Commission at the commission's website at [www.sec.gov](http://www.sec.gov). Shareholders also may obtain a copy of these documents, without charge, from the Company's website: [www.whitemountains.com](http://www.whitemountains.com). **Shareholders are urged to read these materials carefully prior to making any decision with respect to the offer.** Shareholders and investors who have questions or need assistance may call D.F. King & Co., Inc. at (800) 967-4607 (toll free).

## SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

*This 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':*

- *changes in adjusted 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:*

- *the risks associated with Item 1A of White Mountains' 2010 Annual Report on Form 10-K;*
- *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;*
- *actions taken by ratings agencies from time to time, such as financial strength or credit ratings downgrades or placing ratings on negative watch;*
- *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 publicly update any such forward-looking statements, whether as a result of new information, future events or otherwise.*