
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

KESTREL GROUP LTD

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of incorporation or
organization)

98-1833921
(I.R.S. Employer Identification No.)

**48 Par-La-Ville Road, Suite 1141
Hamilton HM 11, Bermuda**
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Common shares, par value \$0.01 per share

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates (if applicable): 333-285664

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered

A description of the common shares, par value \$0.01 per share, of Kestrel Group Ltd, a Bermuda company (the "Registrant"), to be registered hereunder is contained in the section titled "Description of Bermuda NewCo Common Shares" in the proxy statement / prospectus included in the Registrant's Registration Statement on [Form S-4 \(File No. 333-285664\)](#), as declared effective by the Securities and Exchange Commission (the "Commission") on March 26, 2025 (as subsequently amended from time to time, the "Registration Statement"), to which this Form 8-A relates and which is incorporated by reference herein. Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that constitutes part of the Registration Statement shall be deemed to be incorporated herein by reference.

Item 2. Exhibits

No exhibits are required to be filed because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the class of securities registered hereby is not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Kestrel Group Ltd

Date: May 27, 2025

By: /s/ Patrick J. Haveron

Name: Patrick J. Haveron

Title: Chief Financial Officer
