WATSA V PREM ET AL
Form 4
May 08, 2018

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN

(Last) (First) (Middle)

FAIRFAX FINANCIAL HOLDINGS LTD, 95 WELLINGTON ST WEST STE 800

(Street)

TORONTO ONTARIO, A6 M5J 2N7

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Intrepid Potash, Inc. [IPI]

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/04/2018		S		155,064 (1)	D	$ 4.3528 (1)	14,418,598	I	See note (3)
Common Stock	05/08/2018		S		4,000,000 (2)	D	$ 3.95	10,418,598	I	See note (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN FAIRFAX FINANCIAL HOLDINGS LTD 95 WELLINGTON ST WEST STE 800 TORONTO ONTARIO, A6 M5J 2N7				See Remarks
WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800 TORONTO ONTARIO, A6 M5J 2N7				See Remarks
FFHL GROUP LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO ONTARIO, A6 M5J 2N7				See Remarks
1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ONTARIO, A6 M5J 2N7				See Remarks
SIXTY TWO INVESTMENT CO LTD 1600 CATHEDRAL PLACE 925 W GEORGIA ST VANCOUVER BC CANADA, A1 V6C3L3				See Remarks
810679 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO ONTARIO CANADA, A6 M5J 2N7				See Remarks

Signatures

/s/ Paul Rivett, President, on behalf of Fairfax Financial Holdings Ltd.	05/08/2018
**Signature of Reporting Person	Date
/s/ V. Prem Watsa	05/08/2018
**Signature of Reporting Person	Date
/s/ Paul Rivett, Director, on behalf of FFHL Group Ltd.	05/08/2018
**Signature of Reporting Person	Date
/s/ V. Prem Watsa, President, on behalf of 1109519 Ontario Limited	05/08/2018
**Signature of Reporting Person	Date
/s/ V. Prem Watsa, President, on behalf of The Sixty Two Investment Company Limited	05/08/2018
**Signature of Reporting Person	Date
/s/ V. Prem Watsa, President, on behalf of 810679 Ontario Limited	05/08/2018
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The amount in this column represents 139,500 shares sold by Odyssey Reinsurance Company and 15,564 shares sold by FFHL Master Trust. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $4.35 to $4.3614 inclusive. Upon request, the reporting persons undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission full information regarding the shares sold at each separate price within the range set forth in this footnote.

(2) The amount in this column represents 3,600,000 shares sold by Odyssey Reinsurance Company and 400,000 shares sold by FFHL Master Trust.

(3) After giving effect to the transactions reported on this Form 4, 1,876,300 are owned directly by Odyssey Reinsurance Company, and 7,500,000 shares are owned directly by Brit Insurance (Gibraltar) PCC Limited, each of which is an indirect subsidiary of FFHL Group Limited, which is a subsidiary of Fairfax Financial Holdings Ltd. 1,043,298 shares are owned directly by FFHL Master Trust, which is controlled by Fairfax Financial Holdings Ltd. V. Prem Watsa is the CEO and controlling person of Fairfax Financial Holdings Ltd. Each of the reporting persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that the reporting persons are beneficial owners for the purpose of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

After giving effect to the transactions reported on this Form 4, the reporting persons beneficially own less than 10% of the outs

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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