

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sagicor Financial Co Ltd.</u> <hr/> (Last) (First) (Middle) CECIL F DE CAIRES BUILDING <hr/> (Street) WILDEY, ST. C8 BB15096 MICHAEL <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Playa Hotels &amp; Resorts N.V. [ PLYA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Ordinary Shares, par value (euro) 0.10 per share	06/15/2020	06/17/2020	P		1,500,000 <sup>(1)</sup>	A	\$3.9676 <sup>(2)</sup>	21,500,000	I	See footnotes <sup>(3)(4)(5)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Sagicor Financial Co Ltd.  


---

 (Last) (First) (Middle)  
 CECIL F DE CAIRES BUILDING  


---

 (Street)  
 WILDEY, ST. C8 BB15096  
 MICHAEL  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Sagicor Financial Corp Ltd  


---

 (Last) (First) (Middle)  
 CECIL F DE CAIRES BUILDING, WILDEY  


---

 (Street)  
 ST. MICHAEL C8 BB15096  


---

 (City) (State) (Zip)

**Explanation of Responses:**

- These shares are directly held by Sagicor Financial Corporation Limited ("Old Sagicor"), and have been disclosed on a separate Form 3 filed by Old Sagicor on June 17, 2020.
- The price reflected in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.76 to \$4.00 per share. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The 21,500,000 ordinary shares (the "Reported Shares") reflected in column 5 are beneficially owned by Sagicor Financial Company Ltd. ("New Sagicor") as follows: 1,500,000 of such Reported Shares held directly by Old Sagicor, a wholly owned direct subsidiary of the New Sagicor, and 20,000,000 of such Reported Shares are held directly by Jamziv Mobay Jamaica Portfolio Limited, a special-purpose entity formed for the purpose of acquiring such previously acquired ordinary shares (the "Prior-Held Shares") ("JMPL"). JMPL is 51.86% owned directly by the Sagicor Real Estate X

Fund Limited ("X Fund"), an international business company incorporated under the International Business Companies Act, 1999 (as amended) of Saint Lucia. The X Fund group's combined shareholding of JMPL is 60.81%, as X Fund Properties Limited, a wholly owned subsidiary of X Fund, holds 8.95% of JMPL. (continued in footnote 4)

4. (continued from footnote 3) X Fund is 52.73% owned by the Sagicor Pooled Investment Funds Limited ("SPIF"), which has delegated investment management authority over its assets reported herein to Sagicor Life Jamaica Limited ("SLJ"). SLJ holds voting and dispositive control over the assets of SPIF including the Prior-Held Shares. JCSD Trustee Services Limited, a company incorporated under the laws of Jamaica ("JCSD"), owns 39.19% of JMPL as trustee for Sigma Real Estate Portfolio, a portfolio of the Sagicor Sigma Global Funds, a collective investment scheme. JCSD does not have voting and dispositive power over the Prior-Held Shares held by JMPL and has appointed Sagicor Investments Jamaica Limited, a company formed under the laws of Jamaica ("SIJ") as its investment manager, providing SIJ with voting and dispositive power over the Prior-Held Shares directly held by JMPL. (continued in footnote 5)

5. (continued from footnote 4). SIJ has delegated to SLJ its investment management authority over Prior-Held Shares reported herein, which delegation may be terminated. Accordingly, SLJ shares voting and dispositive power over these Prior-Held Shares with SIJ. New Sagicor, through its ownership interest in Old Sagicor (which in turn is an owner of Sagicor Group Jamaica Limited (the parent company of each of SIJ and SLJ)), is the ultimate controlling person of SLJ and SIJ with respect to the beneficial ownership of the Prior-Held Shares reported herein. Each of New Sagicor and Old Sagicor disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

[Sagicor Financial Company  
Ltd., By:/s/ Dodridge D.  
Miller, Dodridge D. Miller, 06/17/2020  
Group President & Chief  
Executive Officer](#)  
[Sagicor Financial Corporation  
Limited, By:/s/ Dodridge D.  
Miller, Dodridge D. Miller, 06/17/2020  
Group President & Chief  
Executive Officer of Sagicor  
Financial Company Ltd.](#)

\*\* Signature of Reporting Person      Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**