#### Edgar Filing: VALIDUS HOLDINGS LTD - Form 4

VALIDUS Form 4 January 07, <b>FORN</b>	ЛЛ						OMB A	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287		
Check the check	der	_		Number: Expires:	January 31,					
subject to Section 1 Form 4 c	16. STATEMENT C	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES						2005 average irs per 0.5		
Form 5 obligations may continue. See Instruction 1(b). 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										
(Print or Type	Responses)									
Greenberg Jeffrey W. Symbol			d Ticker or		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	VALIDUS HOI 3. Date of Earliest 7			[VK]	(Check all applicable)				
	SON AVENUE, 24TH	(Month/Day/Year) 01/05/2016	Transaction			X_ Director10% Owner Officer (give titleOther (specify below) below)				
NEW YOR	4. If Amendment, E Filed(Month/Day/Ye	-	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(State) (Zip)	Table I - Non-	Derivative	Secur	ities Aca	Person uired, Disposed of	or Beneficia	llv Owned		
1.Title of Security (Instr. 3)	any	med 3.	4. Securit ior(A) or Dis (Instr. 3, 4	ies Ac sposed	equired l of (D)	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		
Common Shares	01/05/2016	S <u>(1)</u>	54,134	D	\$ 45.8 (6)	1,369,052	I	See Footnotes (2) $(5)$		
Common Shares	01/06/2016	S <u>(1)</u>	54,133	D	\$ 45.66 (7)	1,314,919	I	See Footnotes $(2)$ $(5)$		
Common Shares	01/07/2016	S <u>(1)</u>	54,133	D	\$ 45.08 (8)	1,260,786	I	See Footnotes (2) $(5)$		
Common Shares	01/05/2016	S <u>(1)</u>	2,456	D	\$ 45.8 (6)	62,244	Ι	See Footnotes		

								(3) (5)
Common Shares	01/06/2016	S <u>(1)</u>	2,456	D	\$ 45.66 (7)	59,788	I	See Footnotes (3) $(5)$
Common Shares	01/07/2016	S <u>(1)</u>	2,457	D	\$ 45.08 (8)	57,331	I	See Footnotes (3) $(5)$
Common Shares	01/05/2016	S <u>(1)</u>	1,371	D	\$ 45.8 (6)	34,721	Ι	See Footnotes (4) (5)
Common Shares	01/06/2016	S <u>(1)</u>	1,370	D	\$ 45.66 (7)	33,351	I	See Footnotes (4) (5)
Common Shares	01/07/2016	S <u>(1)</u>	1,370	D	\$ 45.08 (8)	31,981	I	See Footnotes (4) $(5)$
Common Shares	01/05/2016	S <u>(1)</u>	212	D	\$ 45.8 (6)	5,351	D	
Common Shares	01/06/2016	S <u>(1)</u>	211	D	\$ 45.66 <u>(7)</u>	5,140	D	
Common Shares	01/07/2016	S <u>(1)</u>	211	D	\$ 45.08 (8)	4,929	D	

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1 7:41 f	2	2 There at a Date	24 D	4	5	( Data Enam	:	7 7:41	I	0 D.:	0. 1.
1. Title of	2.	3. Transaction Date	SA. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise	· · ·	any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
				<b>a</b> 1 1		<b>D</b> .		<b>TC</b> <sup>1</sup> 1			
				Code V	(A) (D)	Date	Expiration	Title	Amount		
						Exercisable	Date		or		
									Number		

## **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Director 10% Owner Officer Other

Greenberg Jeffrey W. 535 MADISON AVENUE, 24TH FLOOR NEW YORK, NY 10022

# Signatures

/s/ Christina Young, as Attorney-in-fact

01/07/2016

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<u>\*\*Signature of Reporting Person</u>

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 sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plans.
- (2) These securities are held by Aquiline Capital Partners LLC.
- (3) These securities are held by Aquiline Financial Services Fund L.P.
- (4) These securities are held by Aquiline Financial Services Fund (Offshore) L.P.

sold at each separate price within the range set forth in this footnote.

The investment manager of each of Aquiline Financial Services Fund L.P. and Aquiline Financial Services Fund (Offshore) L.P. is Aquiline Capital Partners LLC. The sole member of Aquiline Capital Partners LLC is Aquiline Holdings LLC. The sole member of

(5) Aquiline Holdings LLC is Aquiline Holdings LP. The general partner of Aquiline Holdings LP is Aquiline Holdings GP Inc. The sole stockholder of Aquiline Holdings GP Inc. is Jeffrey W. Greenberg. Mr. Greenberg also serves as a managing principal of Aquiline Capital Partners LLC.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.51 to \$46.05, inclusive. The reporting person undertakes to provide to Validus Holdings, Ltd., any security holder of Validus Holdings, Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.38 to \$45.87, inclusive. The reporting person undertakes to provide to Validus Holdings, Ltd., any security holder of Validus

(7) Holdings, Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.76 to \$45.54, inclusive. The reporting person undertakes to provide to Validus Holdings, Ltd., any security holder of Validus

(8) Holdings, Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

#### **Remarks:**

(6)

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Greenberg may b

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.