

VALIDUS HOLDINGS LTD
Form 4
June 02, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Boisvert Patrick

(Last) (First) (Middle)

C/O VALIDUS HOLDINGS, LTD., 29 RICHMOND ROAD

(Street)

PEMBROKE, D0 HM08

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VALIDUS HOLDINGS LTD [VR]

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2016

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) ___ Other (specify below)
Group Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/01/2016 | | M | 1,498 (1) A \$ 0 | 2,323 | D | |
| Common Stock | 06/01/2016 | | M | 1,775 (1) A \$ 0 | 4,098 | D | |
| Common Stock | 06/01/2016 | | F | 185 (2) D \$ 0 | 3,913 | D | |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (3) | 06/01/2016 | | A | 5,135 | (3) (3) | Common Stock 5,135 |
| Restricted Stock Units | (4) | 06/01/2016 | | M | 1,498 | (4) (4) | Common Stock 1,498 |
| Restricted Stock Units | (5) | 06/01/2016 | | M | 1,775 | (5) (5) | Common Stock 1,775 |
| Restricted Stock Units | (6) | | | | | (6) (6) | Common Stock 29,013 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Boisvert Patrick C/O VALIDUS HOLDINGS, LTD. 29 RICHMOND ROAD PEMBROKE, D0 HM08 | | | Group Chief Accounting Officer | |

Signatures

/s/ Patrick
Boisvert

06/02/2016

**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) These shares of common stock are being issued as a result of the vesting of restricted share units.

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- (2) The Reporting person has had shares withheld by the Issuer in an amount sufficient to satisfy tax liability incurred upon the vesting of restricted stock units.
- (3) This restricted stock unit award was granted on June 1, 2016 and vests 25% on each of the following four anniversaries of the grant date. Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock.
- (4) This restricted stock unit award was granted on June 1, 2015 and vests 25% on each of the following four anniversaries of the grant date. Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock.
- (5) This restricted stock unit award was granted on June 1, 2014 and vests 25% on each of the following four anniversaries of the grant date. Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock.
- (6) This restricted stock unit award was granted on June 1, 2014 and cliff vests on June 1, 2018. Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock.

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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