

Singh Alok

Form 4

November 20, 2008

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

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Singh Alok

(Last) (First) (Middle)

C/O NEW MOUNTAIN CAPITAL,
L.L.C., 787 SEVENTH AVENUE,
49TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VALIDUS HOLDINGS LTD [VR]

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

11/18/2008

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)

See Note (13) Below

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Shares	11/18/2008		P		42,421	<u>A (1)</u>	\$ 18.2958 (10)	6,903,591	I	See Note (13)
Common Shares	11/18/2008		P		3,283	<u>A (2)</u>	\$ 18.2958 (10)	6,903,591	I	See Note (13)
Common Shares	11/18/2008		P		746	<u>A (3)</u>	\$ 18.2958 (10)	6,903,591	I	See Note (13)
Common	11/18/2008		P		52,649	A	\$	6,961,241	I	See Note

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Shares				(4)	19.0915			(13)
				(11)				
Common Shares	11/18/2008	P	4,075	A (5)	\$ 19.0915	6,961,241	I	See Note (13)
				(11)				
Common Shares	11/18/2008	P	926	A (6)	\$ 19.0915	6,961,241	I	See Note (13)
				(11)				
Common Shares	11/18/2008	P	22,831	A (7)	\$ 18.159	6,986,241	I	See Note (13)
				(12)				
Common Shares	11/18/2008	P	1,767	A (8)	\$ 18.159	6,986,241	I	See Note (13)
				(12)				
Common Shares	11/18/2008	P	402	A (9)	\$ 18.159	6,986,241	I	See Note (13)
				(12)				

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.

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(9-02)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Singh Alok
C/O NEW MOUNTAIN CAPITAL, L.L.C.
787 SEVENTH AVENUE, 49TH FLOOR

X

See Note (13) Below

NEW YORK, NY 10019

Signatures

/s/ Alok Singh

11/20/2008

**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 securities purchased are directly owned by New Mountain Partners II (Cayman), L.P. Following the reported transaction, New Mountain Partners II (Cayman), L.P. directly owns 6,304,789 shares of common stock of the issuer.
- (2) The securities purchased are directly owned by Allegheny New Mountain Partners (Cayman), L.P. Following the reported transaction, Allegheny New Mountain Partners (Cayman), L.P. directly owns 487,925 shares of common stock of the issuer.
- (3) The securities purchased are directly owned by New Mountain Affiliated Investors II (Cayman), L.P. Following the reported transaction, New Mountain Affiliated Investors II (Cayman), L.P. directly owns 110,877 shares of common stock of the issuer.
- (4) The securities purchased are directly owned by New Mountain Partners II (Cayman), L.P. Following the reported transaction, New Mountain Partners II (Cayman), L.P. directly owns 6,357,438 shares of common stock of the issuer.
- (5) The securities purchased are directly owned by Allegheny New Mountain Partners (Cayman), L.P. Following the reported transaction, Allegheny New Mountain Partners (Cayman), L.P. directly owns 492,000 shares of common stock of the issuer.
- (6) The securities purchased are directly owned by New Mountain Affiliated Investors II (Cayman), L.P. Following the reported transaction, New Mountain Affiliated Investors II (Cayman), L.P. directly owns 111,803 shares of common stock of the issuer.
- (7) The securities purchased are directly owned by New Mountain Partners II (Cayman), L.P. Following the reported transaction, New Mountain Partners II (Cayman), L.P. directly owns 6,380,269 shares of common stock of the issuer.
- (8) The securities purchased are directly owned by Allegheny New Mountain Partners (Cayman), L.P. Following the reported transaction, Allegheny New Mountain Partners (Cayman), L.P. directly owns 493,767 shares of common stock of the issuer.
- (9) The securities purchased are directly owned by New Mountain Affiliated Investors II (Cayman), L.P. Following the reported transaction, New Mountain Affiliated Investors II (Cayman), L.P. directly owns 112,205 shares of common stock of the issuer.
- (10) The price reported is a weighted average price. The prices actually paid ranged from \$17.92 to \$18.90. The reporting person will provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares purchased at each price within the range.
- (11) The price reported is a weighted average price. The prices actually paid ranged from \$18.93 to \$19.21. The reporting person will provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares purchased at each price within the range.
- (12) The price reported is a weighted average price. The prices actually paid ranged from \$17.85 to \$18.76. The reporting person will provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares purchased at each price within the range.
- (13) NMI II (Cayman) GP, Ltd. is the general partner of New Mountain Investments II (Cayman), L.P., which is the general partner of each of New Mountain Partners II (Cayman), L.P., Allegheny New Mountain Partners (Cayman), L.P. and New Mountain Affiliated Investors II (Cayman), L.P. (collectively, the "New Mountain Funds"). Alok Singh is a managing director of New Mountain Capital, L.L.C. Mr. Singh disclaims beneficial ownership of the shares of common stock owned by the New Mountain Funds, except to the extent of his pecuniary interest therein.

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.