

VALIDUS HOLDINGS LTD
Form 4
December 30, 2015

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 *
Greenberg Jeffrey W.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
535 MADISON AVENUE, 24TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

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

NEW YORK, NY 10022

(City) (State) (Zip)

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 | 12/28/2015 | | S ⁽¹⁾ | 49,825 D 46.56 (6) | \$ 1,572,661 | I | See Footnotes (2) (5) |
| Common Shares | 12/29/2015 | | S ⁽¹⁾ | 49,825 D 46.94 (7) | \$ 1,522,836 | I | See Footnotes (2) (5) |
| Common Shares | 12/28/2015 | | S ⁽¹⁾ | 2,261 D 46.56 (6) | \$ 71,482 | I | See Footnotes (3) (5) |
| Common Shares | 12/29/2015 | | S ⁽¹⁾ | 2,261 D 46.94 | \$ 69,221 | I | See Footnotes |

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| Common Shares | 12/28/2015 | S ⁽¹⁾ | 1,262 | D | \$ 46.56 (6) | 39,875 | I | | (3) (5) See Footnotes (4) (5) |
|---------------|------------|------------------|-------|---|--------------------|--------|---|--|--|
| Common Shares | 12/29/2015 | S ⁽¹⁾ | 1,261 | D | \$ 46.94 (7) | 38,614 | I | | See Footnotes (4) (5) |
| Common Shares | 12/28/2015 | S ⁽¹⁾ | 193 | D | \$ 46.56 (6) | 6,148 | D | | |
| Common Shares | 12/29/2015 | S ⁽¹⁾ | 195 | D | \$ 46.94 (7) | 5,953 | 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.

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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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Greenberg Jeffrey W. 535 MADISON AVENUE, 24TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

/s/ Ezra Berger, as
Attorney-in-fact

12/30/2015

__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 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.
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 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.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.44 to \$46.76, 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 sold at each separate price within the range set forth in this footnote.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.59 to \$47.14, 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 sold at each separate price within the range set forth in this footnote.
- (7)

Remarks:

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

Exhibit List: Exhibit 24 - Power of Attorney

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.