

Papadopoulos Nicolas
Form 4
November 22, 2017

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Papadopoulos Nicolas

2. Issuer Name and Ticker or Trading
Symbol
ARCH CAPITAL GROUP LTD.
[ACGL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2017

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
CEO of Arch Reinsurance Group

C/O ARCH CAPITAL GROUP
LTD, 100 PITTS BAY ROAD,
WATERLOO HOUSE

(Street)

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

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

PEMBROKE, D0 HM 08

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$.0033 par value per share	11/21/2017		M	22,410 A	\$ 42.65 222,192	D	
Common Shares, \$.0033 par value per share	11/21/2017		M	5,800 A	\$ 57.08 227,992	D	

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Common
Shares,
\$.0033 par 11/21/2017 M 6,149 A \$ 62.505 234,141 D
value per
share

Common
Shares,
\$.0033 par 11/21/2017 F 17,227 D \$ 97.01 216,914 D
value per
share

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

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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Share Appreciation Right	\$ 42.65	11/21/2017		M	22,410	11/12/2017 11/12/2022	Common Shares, \$.0033 par value per share	22,410
Share Appreciation Right	\$ 57.08	11/21/2017		M	5,800	<u>(1)</u> 11/06/2024	Common Shares, \$.0033 par value per share	5,800
Stock Option (right to buy)	\$ 62.505	11/21/2017		M	6,149	<u>(2)</u> 05/13/2025	Common Shares, \$.0033 par value per share	6,149

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Papadopoulos Nicolas C/O ARCH CAPITAL GROUP LTD 100 PITTS BAY ROAD, WATERLOO HOUSE PEMBROKE, D0 HM 08				CEO of Arch Reinsurance Group

Signatures

/s/ Nicolas
Papadopoulos 11/22/2017

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 share appreciation right became exercisable in three equal annual installments commencing November 6, 2015, subject to the applicable award agreement.
- (2) The stock option became exercisable in three equal annual installments commencing May 13, 2016, subject to the applicable award agreement.

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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