

ARCH CAPITAL GROUP LTD.
Form 8-K
May 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

May 9, 2012

Date of Report (Date of earliest event reported)

Arch Capital Group Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other
jurisdiction of
incorporation or
organization)

0-26456
(Commission File Number)

N/A
(I.R.S. Employer
Identification No.)

Wessex House, 45 Reid Street, Hamilton HM 12, Bermuda

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(441) 278-9250

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N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.07 Submission of Matters to a Vote of Security Holders.

Arch Capital Group Ltd. s (ACGL) annual meeting of shareholders was held on May 9, 2012. At the meeting, the holders of 124,306,478 common shares, which represents approximately 92 percent of the outstanding shares entitled to vote as of the record date of March 12, 2012, were represented in person or by proxy. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

Item 1. The vote on the election of the four Class II directors to hold office until the 2015 annual meeting of shareholders or until their successors are elected and qualified. The voting results were as follows:

| NOMINEE | FOR | WITHHELD | BROKER NON-VOTES |
|----------------------|-------------|------------|------------------|
| Eric W. Doppstadt | 113,308,906 | 314,672 | 10,682,900 |
| Constantine Iordanou | 112,313,895 | 1,309,683 | 10,682,900 |
| James J. Meenaghan | 112,233,840 | 1,389,738 | 10,682,900 |
| John M. Pasquesi | 81,872,295 | 31,751,283 | 10,682,900 |

Item 2. The vote on the election of certain individuals as Designated Company Directors of certain of ACGL s non-U.S. subsidiaries. The voting results were as follows:

| DIRECTOR | FOR | WITHHOLD | BROKER NON-VOTES |
|----------------------|-------------|-----------|------------------|
| Anthony Asquith | 113,550,931 | 72,647 | 10,682,900 |
| Edgardo Balois | 113,552,231 | 71,347 | 10,682,900 |
| William E. Beveridge | 113,542,923 | 80,655 | 10,682,900 |
| Dennis R. Brand | 113,509,789 | 113,789 | 10,682,900 |
| Peter Calleo | 113,527,402 | 96,176 | 10,682,900 |
| Knud Christensen | 113,546,110 | 77,468 | 10,682,900 |
| Paul Cole | 113,553,009 | 70,569 | 10,682,900 |
| Graham B.R. Collis | 108,924,601 | 4,698,977 | 10,682,900 |
| William J. Cooney | 113,552,939 | 70,639 | 10,682,900 |
| Michael Feetham | 113,551,795 | 71,783 | 10,682,900 |
| Stephen Fogarty | 113,551,951 | 71,627 | 10,682,900 |

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| | | | |
|--------------------------|-------------|---------|------------|
| Elizabeth Fullerton-Rome | 113,523,060 | 100,518 | 10,682,900 |
| Marc Grandisson | 113,553,970 | 69,608 | 10,682,900 |
| Michael A. Greene | 113,548,081 | 75,497 | 10,682,900 |

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| | | | |
|-----------------------|-------------|-----------|------------|
| John C.R. Hele | 110,221,251 | 3,402,327 | 10,682,900 |
| David W. Hipkin | 113,547,238 | 76,340 | 10,682,900 |
| W. Preston Hutchings | 113,554,124 | 69,454 | 10,682,900 |
| Constantine Iordanou | 113,553,192 | 70,386 | 10,682,900 |
| Wolbert H. Kamphuijs | 113,551,901 | 71,677 | 10,682,900 |
| Michael H. Kier | 113,552,335 | 71,243 | 10,682,900 |
| Lin Li-Williams | 113,551,309 | 72,269 | 10,682,900 |
| Mark D. Lyons | 113,528,885 | 94,693 | 10,682,900 |
| Adam Matteson | 113,552,475 | 71,103 | 10,682,900 |
| David McElroy | 113,537,793 | 85,785 | 10,682,900 |
| Rommel Mercado | 113,552,251 | 71,327 | 10,682,900 |
| Martin J. Nilsen | 113,549,983 | 73,595 | 10,682,900 |
| Mark Nolan | 113,554,694 | 68,884 | 10,682,900 |
| Nicolas Papadopoulo | 113,545,990 | 77,588 | 10,682,900 |
| Elizabeth Quinn | 113,550,722 | 72,856 | 10,682,900 |
| Maamoun Rajeh | 113,552,575 | 71,003 | 10,682,900 |
| John F. Rathgeber | 113,550,093 | 73,485 | 10,682,900 |
| Andrew Rippert | 113,553,075 | 70,503 | 10,682,900 |
| Paul S. Robotham | 110,219,692 | 3,403,886 | 10,682,900 |
| Carla Santamaria-Seña | 113,553,358 | 70,220 | 10,682,900 |
| Scott Schenker | 113,553,680 | 69,898 | 10,682,900 |
| Soren Scheuer | 113,553,075 | 70,503 | 10,682,900 |
| Budhi Singh | 113,547,334 | 76,244 | 10,682,900 |
| Helmut Sohler | 113,547,957 | 75,621 | 10,682,900 |
| Iwan Van Munster | 113,552,975 | 70,603 | 10,682,900 |
| Angus Watson | 113,551,874 | 71,704 | 10,682,900 |
| James R. Weatherstone | 113,544,026 | 79,552 | 10,682,900 |

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Item 3. The vote on the proposal to approve the Arch Capital Group Ltd. 2012 Long Term Incentive and Share Award Plan. The voting results were as follows:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|-----------|---------|---------------------|
| 104,627,424 | 8,528,559 | 467,595 | 10,682,900 |

Item 4. The vote on the ratification of the selection of PricewaterhouseCoopers LLP as ACGL's independent registered public accounting firm for the year ending December 31, 2012. The voting results were as follows:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|---------|---------|---------------------|
| 123,800,037 | 466,094 | 40,347 | 0 |

Item 5. The vote on a proposal on advisory vote on executive compensation (say-on-pay). The voting results were as follows:

| FOR | AGAINST | ABSTAIN | BROKER NON- VOTES |
|-------------|-----------|---------|----------------------|
| 111,072,320 | 2,080,239 | 471,019 | 10,682,900 |

ITEM 8.01 Other Events.

Preferred Share Dividends. On May 9, 2012, the Board of Directors (the Board) of ACGL declared dividends with respect to the outstanding 13,000,000 shares of its 6.75% Non-Cumulative Preferred Shares, Series C, \$0.01 per share (the Series C Shares), with a liquidation preference of \$25.00 per share, as outlined below. All such dividends will be payable out of lawfully available funds for the payment of dividends under Bermuda law on June 30, 2012 to holders of record of the Series C Shares, as of June 15, 2012, unless determined otherwise by the Board or the Executive Committee of the Board on or prior to the applicable effective date.

| Series | Effective Date for Declaration | Dividend Period | Dividend Amount | Rate Per Share |
|----------|-----------------------------------|-----------------|-----------------|----------------|
| Series C | 6/30/12 | 4/2/12-6/29/12 | \$ 5,423,438 | \$ 0.4171875 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned.

ARCH CAPITAL GROUP LTD.

Date: May 14, 2012

By:

/s/ Marc Grandisson

Name: Marc Grandisson

Title: Chairman and Chief Executive Officer of Arch
Worldwide Reinsurance Group