

Boisvert Patrick
Form 4
June 05, 2018

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

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(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)

06/01/2018

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)
Common Stock	06/01/2018		M	(A) or (D) Amount (1) 30,852 A \$ 0	41,232	D	
Common Stock	06/01/2018		M	(A) or (D) Amount (1) 1,888 A \$ 0	43,120	D	
Common Stock	06/01/2018		M	(A) or (D) Amount (1) 1,594 A \$ 0	44,714	D	
Common Stock	06/01/2018		M	(A) or (D) Amount (1) 1,365 A \$ 0	46,079	D	

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Share Units	\$ 0	06/01/2018		M	30,852.63	06/01/2018 ⁽²⁾ 07/01/2024	Common Stock
Restricted Share Units	\$ 0	06/01/2018		M	1,888.98	⁽³⁾ 07/01/2024	Common Stock
Restricted Share Units	\$ 0	06/01/2018		M	1,594.36	⁽⁴⁾ 06/01/2025	Common Stock
Restricted Share Units	\$ 0	06/01/2018		M	1,365.43	⁽⁵⁾ 06/01/2026	Common Stock

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 06/05/2018

**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. Fractional amounts have been cancelled.
- (2) This restricted share unit award was granted on July 1, 2014 and cliff vests on June 1, 2018. Each restricted share unit represents the right to receive, at settlement, one (1) share of common stock.
- (3) This restricted share unit award was granted on July 1, 2014 and vests 25% on each of the following four anniversaries. Each restricted share unit represents the right to receive, at settlement, one (1) share of common stock.
- (4) This restricted share unit award was granted on June 1, 2015 and vests 25% on each of the following four anniversaries of the grant date. Each restricted share unit represents the right to receive, at settlement, one (1) share of common stock.
- (5) This restricted share unit award was granted on June 1, 2016 and vests 25% on each of the following four anniversaries of the grant date. Each restricted share 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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