Singh Alok Form 4 May 23, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Singh Alok

2. Issuer Name and Ticker or Trading Symbol

VALIDUS HOLDINGS LTD [VR]

5. Relationship of Reporting Person(s) to

(Check all applicable)

See Note (5) Below

below)

Issuer

below)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

05/21/2012

_X__ Director

10% Owner Officer (give title __X_ Other (specify

C/O VALIDUS RE, 48 PAR-LA-VILLE ROAD, SUITE 1790

(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

HAMILTON, D0 HM11

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securitie orDisposed of (Instr. 3, 4	f (D)	uired (A) or Price	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)		
Common Shares	05/21/2012		S	184,204	D (1)	\$ 31.5652 (4)	1,101,955	I	See Note (5)		
Common Shares	05/21/2012		S	14,255	D (2)	\$ 31.5652 (4)	1,101,955	I	See Note (5)		
Common Shares	05/21/2012		S	3,240	D (3)	\$ 31.5652 (4)	1,101,955	I	See Note (5)		

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									A		
									Amount		
						Date	*		or		
						Exercisable		Title Number			
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Singh Alok

C/O VALIDUS RE

X See Note (5) Below 48 PAR-LA-VILLE ROAD, SUITE 1790

HAMILTON, D0 HM11

Signatures

/s/ Alok Singh 05/23/2012 **Signature of Date

Reporting Person

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).
- The securities sold were directly owned by New Mountain Partners II (Cayman), L.P. Following the reported transaction, New Mountain **(1)** Partners II (Cayman), L.P. directly owns 1,006,374 shares of common stock of the issuer.
- The securities sold were directly owned by Allegheny New Mountain Partners (Cayman), L.P. Following the reported transaction, Allegheny New Mountain Partners (Cayman), L.P. directly owns 77,883 shares of common stock of the issuer.
- The securities sold were directly owned by New Mountain Affiliated Investors II (Cayman), L.P. Following the reported transaction, New **(3)** Mountain Affiliated Investors II (Cayman), L.P. directly owns 17,698 shares of common stock of the issuer.

The price reported is a weighted average price. The prices actually ranged from \$31.38 to \$31.67. 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 sold at each price within the range.

Reporting Owners 2

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- 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
- (5) (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.