

VALIDUS HOLDINGS LTD
Form 4
June 02, 2016

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 *
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)
06/01/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/01/2016		M	1,498 (1) A \$ 0	2,323	D	
Common Stock	06/01/2016		M	1,775 (1) A \$ 0	4,098	D	
Common Stock	06/01/2016		F	185 (2) D \$ 0	3,913	D	

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

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number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(3)	06/01/2016		A	5,135	(3) (3)	Common Stock 5,135
Restricted Stock Units	(4)	06/01/2016		M	1,498	(4) (4)	Common Stock 1,498
Restricted Stock Units	(5)	06/01/2016		M	1,775	(5) (5)	Common Stock 1,775
Restricted Stock Units	(6)					(6) (6)	Common Stock 29,013

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

06/02/2016

**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.

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- (2) The Reporting person has had shares withheld by the Issuer in an amount sufficient to satisfy tax liability incurred upon the vesting of restricted stock units.
- (3) This restricted stock unit award was granted on June 1, 2016 and vests 25% on each of the following four anniversaries of the grant date. Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock.
- (4) This restricted stock unit award was granted on June 1, 2015 and vests 25% on each of the following four anniversaries of the grant date. Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock.
- (5) This restricted stock unit award was granted on June 1, 2014 and vests 25% on each of the following four anniversaries of the grant date. Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock.
- (6) This restricted stock unit award was granted on June 1, 2014 and cliff vests on June 1, 2018. Each restricted stock 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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