

Driscoll Kean
Form 4
July 20, 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

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Driscoll Kean

(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)

07/18/2018

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 ____ Other (specify
below) below)

President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	07/18/2018 ⁽¹⁾		D	92,709 D	2 0	D	

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

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information contained in this form are not
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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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Driscoll Kean C/O VALIDUS HOLDINGS, LTD. 29 RICHMOND ROAD PEMBROKE, D0 HM08			President	

Signatures

/s/ Kean Driscoll 07/20/2018

__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).

(1) On July 18, 2018, pursuant to that certain Agreement and Plan of Merger, dated as of January 21, 2018 (the Merger Agreement), by and among American International Group, Inc. (Parent), Venus Holdings Limited, a wholly owned subsidiary of Parent (Merger Sub), and Validus Holdings, Ltd. (the Company), Merger Sub merged with and into the Company, with the Company continuing as the surviving entity, which became a wholly owned subsidiary of Parent (the Merger). Pursuant to the Merger Agreement, at the effective time of the Merger, each issued and outstanding common share, par value \$0.175, of the Company was canceled and converted into the right to receive \$68.00 in cash.

(2) Includes all shares held by Mr. Driscoll immediately prior to the Merger, including previously granted restricted share awards. At the effective time of the Merger, a pro rata portion (based on the amount of the applicable vesting period that has elapsed) of each unvested restricted share award held by Mr. Driscoll became fully vested and was canceled and converted into the right to receive \$68.00 in cash plus any accrued but unpaid dividends in respect of such restricted share award, less any required withholding taxes. The remaining portion of each such restricted share award was assumed by Parent and converted into a number of restricted shares of Parent common stock equal to the product of (i) the number of common shares represented by the remaining portion of each such restricted share award and (ii) the equity award exchange ratio set forth in the Merger 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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