

VALIDUS HOLDINGS LTD
Form 4/A
March 03, 2015

FORM 4

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

OMB APPROVAL

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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 *
Greenberg Jeffrey W.

2. Issuer Name and Ticker or Trading Symbol
VALIDUS HOLDINGS LTD [VR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
535 MADISON AVENUE, 24TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)
11/05/2014

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 Shares | 11/03/2014 | | S | | 64,191 | D | \$ 39.5 | 2,148,232 ⁽⁵⁾ | I | See Footnotes (1) (3) |
| Common Shares | 11/03/2014 | | S | | 192,573 | D | \$ 39.53 | 1,955,659 ⁽⁵⁾ | I | See Footnotes (1) (3) |
| Common Shares | 11/03/2014 | | S | | 35,809 | D | \$ 39.5 | 1,198,411 ⁽⁵⁾ | I | See Footnotes (2) (3) |
| Common Shares | 11/03/2014 | | S | | 107,427 | D | \$ 39.53 | 1,090,984 ⁽⁵⁾ | I | See Footnotes |

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| Common Shares | 11/04/2014 | S | 160,478 | D | \$ <u>39.6</u> (4) | 1,795,181 <u>(5)</u> | I | | (2) (3) See Footnotes (1) (3) |
|---------------|------------|---|---------|---|-----------------------|----------------------|---|--|--|
| Common Shares | 11/04/2014 | S | 64,191 | D | \$ <u>39.5</u> (4) | 1,730,990 <u>(5)</u> | I | | See Footnotes (1) (3) |
| Common Shares | 11/04/2014 | S | 89,522 | D | \$ <u>39.6</u> (4) | 1,001,462 <u>(5)</u> | I | | See Footnotes (2) (3) |
| Common Shares | 11/04/2014 | S | 35,809 | D | \$ <u>39.5</u> (4) | 965,653 <u>(5)</u> | I | | See Footnotes (2) (3) |
| Common Shares | 11/05/2014 | S | 48,143 | D | \$ <u>39.75</u> | 1,682,847 <u>(5)</u> | I | | See Footnotes (1) (3) |
| Common Shares | 11/05/2014 | S | 26,857 | D | \$ <u>39.75</u> | 938,796 <u>(5)</u> | I | | See Footnotes (2) (3) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Greenberg Jeffrey W. 535 MADISON AVENUE, 24TH FLOOR NEW YORK, NY 10022 | | | X | |

Signatures

/s/ Jeffrey W.
Greenberg 03/03/2015

__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 are held by Aquiline Financial Services Fund L.P.
- (2) These shares are held by Aquiline Financial Services Fund (Offshore) L.P.
The investment manager of each of Aquiline Financial Services Fund L.P. and Aquiline Financial Services Fund (Offshore) L.P. is Aquiline Capital Partners LLC. The sole member of Aquiline Capital Partners LLC is Aquiline Holdings LLC. The sole member of Aquiline Holdings LLC is Aquiline Holdings LP. The general partner of Aquiline Holdings LP is Aquiline Holdings GP Inc. The sole stockholder of Aquiline Holdings GP Inc. is Jeffrey W. Greenberg. Mr. Greenberg also serves as a managing principal of Aquiline Capital Partners LLC.
- (4) This amendment is being filed to correct the prices at which shares were sold on November 4, 2014.
- (5) This number reflects the correct number of shares beneficially owned after the reported transaction, correcting a 15 share discrepancy in the prior report due to administrative error.

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Greenberg may be required to file this Form 4/A. 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.