

Boisvert Patrick
Form 4
June 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
06/01/2018

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

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.

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 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 | Amount |
| Restricted Share Units | \$ 0 | 06/01/2018 | | M | 30,852.63 | 06/01/2018 ⁽²⁾ | 07/01/2024 | Common Stock | 3 |
| Restricted Share Units | \$ 0 | 06/01/2018 | | M | 1,888.98 | ⁽³⁾ | 07/01/2024 | Common Stock | 1 |
| Restricted Share Units | \$ 0 | 06/01/2018 | | M | 1,594.36 | ⁽⁴⁾ | 06/01/2025 | Common Stock | 1 |
| Restricted Share Units | \$ 0 | 06/01/2018 | | M | 1,365.43 | ⁽⁵⁾ | 06/01/2026 | Common Stock | 1 |

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. 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.