VALIDUS HOLDINGS LTD
Form 4
March 03, 2016

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Greenberg Jeffrey W.

(Last) (First) (Middle)

535 MADISON AVENUE, 24TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	03/01/2016		S(1)		54,134	D	$ 45.54 (6)	1,044,252	I	See Footnotes (2) (5)
Common Shares	03/02/2016		S(1)		54,133	D	$ 45.69 (7)	990,119	I	See Footnotes (2) (5)
Common Shares	03/03/2016		S(1)		54,133	D	$ 45.5 (8)	935,986	I	See Footnotes (2) (5)
Common Shares	03/01/2016		S(1)		2,456	D	$ 45.54	47,506	I	See Footnotes

						(6)			(3) (5)
Common Shares	03/02/2016	S(1)	2,456	D	$ 45.69 (7)	45,050	I		See Footnotes (3) (5)
Common Shares	03/03/2016	S(1)	2,457	D	$ 45.5 (8)	42,593	I		See Footnotes (3) (5)
Common Shares	03/01/2016	S(1)	1,371	D	$ 45.54 (6)	26,499	I		See Footnotes (4) (5)
Common Shares	03/02/2016	S(1)	1,370	D	$ 45.69 (7)	25,129	I		See Footnotes (4) (5)
Common Shares	03/03/2016	S(1)	1,370	D	$ 45.5 (8)	23,759	I		See Footnotes (4) (5)
Common Shares	03/01/2016	S(1)	212	D	$ 45.54 (6)	4,083	D		
Common Shares	03/02/2016	S(1)	211	D	$ 45.69 (7)	3,872	D		
Common Shares	03/03/2016	S(1)	211	D	$ 45.5 (8)	3,661	D		

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 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 Owne Follo Repo 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
Greenberg Jeffrey W. 535 MADISON AVENUE, 24TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ Christina Young ,as Attorney-in-fact	03/03/2016
**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)	The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plans.
(2)	These securities are held by Aquiline Capital Partners LLC.
(3)	These securities are held by Aquiline Financial Services Fund L.P.
(4)	These securities are held by Aquiline Financial Services Fund (Offshore) L.P.
(5)	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.
(6)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $44.87 to $45.85, inclusive. The reporting person undertakes to provide to Validus Holdings, Ltd., any security holder of Validus Holdings, Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
(7)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $45.52 to $45.91, inclusive. The reporting person undertakes to provide to Validus Holdings, Ltd., any security holder of Validus Holdings, Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
(8)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $45.31 to $45.84, inclusive. The reporting person undertakes to provide to Validus Holdings, Ltd., any security holder of Validus Holdings, Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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

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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