

Boisvert Patrick  
Form 4  
January 02, 2018

**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)

12/29/2017

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount  | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|

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| (Instr. 3)             | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | (Instr. 8) | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | (Instr. 8) |
|------------------------|------------------------------|------------------|------------|---|------------|-----|-----|------------------|-----------------|--------------|----------------------------|------------|
| Restricted Stock Units | (1)                          | 12/29/2017       | A          | 245.1   |            |     |     | (2)              | (2)             | Common Stock | 245.1                      | \$         |
| Restricted Stock Units | (1)                          | 12/29/2017       | A          | 15.01   |            |     |     | (2)              | (2)             | Common Stock | 15.01                      | \$         |
| Restricted Stock Units | (1)                          | 12/29/2017       | A          | 25.33   |            |     |     | (3)              | (3)             | Common Stock | 25.33                      | \$         |
| Restricted Stock Units | (1)                          | 12/29/2017       | A          | 32.54   |            |     |     | (4)              | (4)             | Common Stock | 32.54                      | \$         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Boisvert Patrick<br>C/O VALIDUS HOLDINGS, LTD.<br>29 RICHMOND ROAD<br>PEMBROKE, D0 HM08 |               |           | Group Chief Accounting Officer |       |

## Signatures

/s/ Patrick  
Boisvert  
01/02/2018

\*\*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) Restricted Stock Unit (RSU) represents the right to receive upon settlement a share of Common Stock.
- (2) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on June 1, 2014 (and dividend equivalents subsequently issued thereon). The dividend equivalent RSUs will vest concurrently with the vesting of the unvested underlying RSUs.
- (3) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on June 1, 2015 (and dividend equivalents subsequently issued thereon). The dividend equivalent RSUs will vest concurrently with the vesting of the unvested underlying RSUs.

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- (4) RSUs were issued as dividend equivalents on holder's unvested underlying RSUs issued on June 1, 2016 (and dividend equivalents subsequently issued thereon). The dividend equivalent RSUs will vest concurrently with the vesting of the unvested underlying RSUs.

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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