

BUNCE JOHN L JR

Form 4

November 30, 2005

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BUNCE JOHN L JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
ARCH CAPITAL GROUP LTD.  
[ACGL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

HELLMAN & FRIEDMAN  
LLC, ONE MARITIME PLAZA  
12TH FLOOR

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/28/2005

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

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---|---|---|--------------------------------------|---|--|---|---|
| Common<br>Shares,<br>\$.01 par<br>value per<br>share <sup>(1)</sup><br><sub>(2) (3)</sub> | 11/28/2005                              |   | C                                    | 5,000,000 A <sup>(4)</sup>  | 6,602,224  | I   | By<br>Partnership                       |
| Common<br>Shares,<br>\$.01 par<br>value per   | 11/29/2005                              |   | J V                                  | 5,000,000 D <sup>(5)</sup>  | 1,602,224  | I   | By<br>Partnership                       |

share <sup>(1)</sup>  
   <sup>(2)</sup> <sup>(3)</sup>

Common

Shares,

\$.01 par 11/29/2005

A

57,129

A

5 63,561 <sup>(6)</sup>

D

value per

share <sup>(3)</sup>

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |  |                            |
|---|---|---|---|---|--|--|---|---------------------|--------------------|--|----------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>Number<br>Shares |
| Series A<br>Convertible<br>Preference<br>Shares     | (4)   | 11/28/2005                              |   | C                                       |  | 5,000,000  |   | (4)                 | (4)                | Common<br>Shares,<br>\$.01 par<br>value per<br>share | 5,000,                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BUNCE JOHN L JR  
HELLMAN & FRIEDMAN LLC  
ONE MARITIME PLAZA 12TH FLOOR  
SAN FRANCISCO, CA 94111

X

## Signatures

/s/ Louis T. Petrillo Attorney  
in fact

11/30/2005

   \*\*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).

The security holders are HFCP IV (Bermuda), L.P., H&F International Partners IV-A (Bermuda), L.P., H&F International Partners IV-B (Bermuda), L.P. and H&F Executive Fund IV (Bermuda), L.P. (collectively, the Partnerships). H&F Investors IV (Bermuda), L.P. (HFI IV Bermuda) is the sole general partner of the Partnerships. H&F Corporate Investors IV (Bermuda), Ltd. (HFCI Bermuda) is the sole

- (1) general partner of HFI IV Bermuda. A four member investment committee of HFCI Bermuda that has been formed by the shareholders of HFCI Bermuda (Investment Committee), has investment discretion over the securities. As a result, HFCI Bermuda and HFI IV Bermuda may be deemed to control the Partnerships. The members of the Investment Committee disclaim beneficial ownership, except to the extent of their respective indirect pecuniary interests in the Issuer.

Mr. Bunce is a 9.9% shareholder of HFCI Bermuda, but is not a member of the Investment Committee. Other than the 6,432 Common Shares and the 3,300 options to purchase Common Shares granted to Mr. Bunce in consideration for his service as a director of the Issuer, the H&F entities described in Footnote 1 own 1,602,224 Common Shares and 7,745,820 Series A Convertible Preference Shares which are convertible into Common Shares on a 1:1 basis (subject to adjustment).

- (3) Mr. Bunce may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934) in an indeterminate portion of the Common Shares beneficially owned by the Partnerships. Mr. Bunce disclaims beneficial ownership of all Common Shares beneficially owned by these entities, including an aggregate of 6,432 Common Shares and 3,300 options to purchase Common Shares granted to Mr. Bunce in consideration for his service as a director of the Issuer, except to the extent of his indirect pecuniary interest in the Issuer held through such entities.

- (4) Subject to certain restrictions, the Series A Convertible Preference Shares are convertible on a one-for-one basis into Common Shares at the option of the holder and are mandatorily convertible into Common Shares upon the occurrence of certain events. The conversion ratio is subject to antidilution and other adjustments.

- (5) The Partnerships converted 5,000,000 shares of Series A Convertible Preference Shares of the Issuer into an equal number of Common Shares of the Issuer. In accordance with the terms of the applicable partnership agreements, 5,000,000 Common Shares were distributed to the limited partners of such Partnerships; of this amount, 57,129 Common Shares were distributed to Mr. Bunce.

- (6) Includes 6,432 Common Shares granted to Mr. Bunce in consideration for his service as a director of the Issuer, which are held for the benefit of the Partnerships. Mr. Bunce disclaims beneficial ownership of these 6,432 Common Shares except to the extent of his indirect pecuniary interest in the Issuer held through the Partnerships.

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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