

ARCH CAPITAL GROUP LTD.
Form 4
December 16, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
IORDANOU CONSTANTINE

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

C/O ARCH CAPITAL GROUP LTD., WATERLOO HOUSE, 100 PITTS BAY ROAD

(Street)

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

PEMBROKE, D0 HM 08

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares, \$.0033 par value per share | 05/14/2015 | | G | V 1,323 D \$ 0 | 364,025 | D | |
| Common Shares, \$.0033 par value per share | 05/18/2015 | | G | V 200 D \$ 0 | 363,825 | D | |
| Common Shares, \$.0033 par value per share | | | | | 120,000 ⁽³⁾ | I ⁽³⁾ | By 2015 GRAT ⁽³⁾ |

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| | | | | | | | | | | |
|---|------------|--|---|---|-----|------------------------|------|---------|---|---------------------------------------|
| Common Shares, \$.0033 par value per share | | | | | | 243,825 ⁽³⁾ | D | | | |
| Common Shares, \$.0033 par value per share | 12/15/2015 | | G | V | 800 | D | \$ 0 | 243,025 | D | |
| Common Shares, \$.0033 par value per share | | | | | | | | 83,333 | I | By Limited Liability Company |
| Common Shares, \$.0033 par value per share | | | | | | | | 116,613 | I | By Limited Liability Company |
| Common Shares, \$.0033 par value per share | | | | | | | | 11,616 | I | By child |
| Series C Non-Cumulative Preferred Shares (non-convertible) | | | | | | | | 6,000 | D | |
| Series C Non-Cumulative Preferred Shares (non-convertible) | | | | | | | | 1,800 | I | By spouse |

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 Underlying S (Instr. 3 and 4) | |
|---|--|---|---|--------------------------------------|--|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option (right to buy) | \$ 18.757 | 06/30/2015 | | G | V | 11,115 <u>(2)</u> | <u>(1)</u> 02/23/2016 | Common Shares, \$.0033 par value |

| Stock Option (right to buy) | \$ 18.757 | 06/30/2015 | G | V | 11,115 <u>(2)</u> | <u>(1)</u> | 02/23/2016 | | | per share Common Shares, \$.0033 par value per share |
|--------------------------------|-----------|------------|---|---|----------------------|------------|------------|------------|--|---|
| Stock Option (right to buy) | \$ 18.76 | | | | | <u>(1)</u> | 02/23/2016 | | | per share Common Shares, \$.0033 par value per share |
| Share Appreciation Right | \$ 59.16 | | | | | | 02/27/2015 | 02/27/2025 | | per share Common Shares, \$.0033 par value per share |
| Share Appreciation Right | \$ 62.51 | | | | | <u>(5)</u> | 05/12/2025 | | | per share Common Shares, \$.0033 par value per share |
| Stock Option (right to buy) | \$ 18.757 | 09/30/2015 | G | V | 9,860 <u>(6)</u> | <u>(1)</u> | 02/23/2016 | | | per share Common Shares, \$.0033 par value per share |
| Stock Option (right to buy) | \$ 18.757 | 09/30/2015 | G | V | 9,860 <u>(6)</u> | <u>(1)</u> | 02/23/2016 | | | per share Common Shares, \$.0033 par value per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| IORDANOU CONSTANTINE C/O ARCH CAPITAL GROUP LTD. WATERLOO HOUSE, 100 PITTS BAY ROAD PEMBROKE, D0 HM 08 | X | | Chairman, President & CEO | |

Signatures

/s/ Constantine
Iordanou

12/16/2015

**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) The stock option became exercisable in three equal annual installments with the first installment being exercisable on February 23, 2007 and the second and third installments being exercisable on February 23, 2008 and February 23, 2009.

On June 30, 2015, 11,115 stock options were distributed from the 2010 GRAT. Such options were previously reported as indirectly beneficially held by the 2010 GRAT. Following such distribution, the reporting person owns 153,053 stock options directly and 238,217 stock options indirectly by the 2010 GRAT.
- (2) On August 7, 2015, the reporting person contributed 120,000 common shares to a grantor retained annuity trust (the "2015 GRAT"). Such common shares were previously reported as directly beneficially owned by the reporting person. Following this contribution to the 2015 GRAT the reporting person has direct beneficial ownership of 243,825 common shares and indirect beneficial ownership of 120,000 common shares.
- (3) The stock options and share appreciation rights were previously reported as directly beneficially owned by the reporting person but were contributed to the 2015 GRAT on August 7, 2015.
- (4) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 12, 2016 and the second and third installments being exercisable on May 12, 2017 and May 12, 2018.

On September 30, 2015, 9,860 stock options were distributed from the 2010 GRAT. Such options were previously reported as indirectly beneficially held by the 2010 GRAT. Following such distribution, the reporting person owns 9,860 stock options directly and 228,357 stock options indirectly by the 2010 GRAT.
- (5) (6)

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.