

VALIDUS HOLDINGS LTD
Form 8-K
May 05, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 5, 2016

Commission file number 001-33606

VALIDUS HOLDINGS, LTD.
(Exact name of registrant as specified in its charter)

BERMUDA 98-0501001
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

29 Richmond Road, Pembroke, Bermuda HM 08
(Address of principal executive offices)

Registrant's telephone number, including area code: (441) 278-9000
Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Annual General Meeting of Shareholders

At the annual general meeting of shareholders of the Company held on May 5, 2016, the shareholders of the Company approved the following:

(a) The election of four Class III Directors and one Class II Director of the Company:

| | For | Withheld | Broker Non-Votes |
|----------------------|------------|------------|------------------|
| Edward J. Noonan | 64,422,387 | 6,827,146 | 3,126,380 |
| Mahmoud Abdallah | 69,370,336 | 1,879,197 | 3,126,380 |
| Jeffrey W. Greenberg | 57,178,142 | 14,071,391 | 3,126,380 |
| John. J Hendrickson | 68,099,430 | 3,150,103 | 3,126,380 |
| Gail Ross | 70,752,972 | 496,561 | 3,126,380 |

(b) The approval, by a non-binding advisory vote, of the executive compensation payable to the Company's named executive officers as described in the Executive Compensation section of the Company's Proxy Statement dated March 18, 2016, including the Compensation Discussion and Analysis:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 64,977,333 | 6,208,414 | 63,786 | 3,126,380 |

(c) The approval of the selection of PricewaterhouseCoopers, Ltd. to act as the independent registered public accounting firm of the Company for the year ending December 31, 2016:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 73,784,018 | 349,214 | 242,681 | 3,126,380 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 5, 2016

VALIDUS HOLDINGS,
LTD.

(Registrant)

By: /s/ Robert F. Kuzloski

Name: Robert F. Kuzloski
Executive Vice
Title: President and General
Counsel