

IORDANOU CONSTANTINE

Form 5

January 23, 2019

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
IORDANOU CONSTANTINE

(Last) (First) (Middle)

C/O ARCH CAPITAL GROUP
LTD., 1 WATERLOO HOUSE, 100
PITTS BAY ROAD

(Street)

2. Issuer Name and Ticker or Trading
Symbol
ARCH CAPITAL GROUP LTD.
[ACGL]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20185. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman4. If Amendment, Date Original
Filed (Month/Day/Year)6. Individual or Joint/Group Reporting
(check applicable line)

PEMBROKE, 1 D0 1 HM 08

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$.0011 par value per share	11/01/2018	1	G ⁽¹⁾	9,891 ⁽²⁾ D \$ ⁽¹⁾ 0	I		By Limited Liability Company
Common	11/01/2018	1	G ⁽¹⁾	9,891 A \$ ⁽¹⁾ 474,876 ⁽²⁾	D	1	1

Shares,
\$.0011 par
value per
share

Common
Shares,
\$.0011 par
value per
share

Common
Shares,
\$.0011 par
value per
share

Common
Shares,
\$.0011 par
value per
share

Depository
Shares ⁽³⁾

Depository
Shares ⁽³⁾

12/19/2018

Â

G

1,200

D

\$ 0

473,676

D

Â

12/31/2018

Â

G⁽⁴⁾126,694
⁽⁴⁾

D

\$ 0
⁽⁴⁾478,334 ⁽²⁾

I

By 2015
GRAT

12/31/2018

Â

G⁽⁴⁾126,694
⁽⁴⁾

A

\$ 0
⁽⁴⁾

600,370

D

Â

Â

Â

Â

Â

Â

Â

3,000

I

By spouse

Â

Â

Â

Â

Â

Â

7,000

D

Â

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 2270
(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 Underlying (Instr. 3)
					(A) (D)	Date Exercisable Expiration Date Date	Title
Share Appreciation Right	\$ 12.35	12/31/2018	Â	G	Â 193,164 ⁽⁵⁾	02/29/2012 02/28/2022	Common Shares \$.0011 par value per share
Share Appreciation Right	\$ 12.35	12/31/2018	Â	G	193,164 ⁽⁵⁾ Â	02/29/2012 02/28/2022	Common Shares \$.0011

Share										
Appreciation Right	\$ 12.86	12/31/2018	Â	G	Â	240,674 (6)	Â (7)	05/09/2022	\$.001	par va per sh
Share										Comm Share
Appreciation Right	\$ 12.86	12/31/2018	Â	G	Â	240,674 (6)	Â (7)	05/09/2022	\$.001	par va per sh

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,Â D0Â HM 08	Â X	Â	Â Chairman	Â

Signatures

/s/ Constantine
Iordanou

01/23/2019

__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) On November 1, 2018, the limited liability company distributed 9,891 common shares indirectly beneficially owned by the reporting person to the reporting person's direct holdings.
- (2) The amount of common shares includes common shares acquired in connection with a 3-for-1 share split effectuated by Arch Capital Group Ltd. on June 21, 2018.
- (3) Each Depositary Share Represents 1/1,000th interest in a Series F Non-Cumulative Preferred Share.
- (4) On December 31, 2018, 126,694 common shares were distributed from the 2015 GRAT. Such common shares were previously reported as indirectly held by the 2015 GRAT. Following the distribution, the reporting person owns these 126,694 common shares directly.
- (5) On December 31, 2018, 193,164 SARs were distributed from the 2014 GRAT. Such SARs were previously reported as indirectly beneficially held by the 2014 GRAT. Following such distribution, the 2014 GRAT indirectly owns 0 and the reporting person owns 484,908 SARs directly.
- (6) On December 31, 2018, 240,674 SARs were distributed from the 2014 GRAT. Such SARs were previously reported as indirectly beneficially held by the 2014 GRAT. Following such distribution, the 2014 GRAT indirectly owns 62,326 SARs and the reporting person owns 240,674 SARs directly.
- (7) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 9, 2014 and the second and third installments being exercisable on May 9, 2015 and May 9, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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