

ARCH CAPITAL GROUP LTD.
Form 4
August 31, 2016

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 *
IORDANOU CONSTANTINE

(Last) (First) (Middle)

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

(Street)

PEMBROKE, D0 HM 08

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2016

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)
Chairman & CEO

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 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 | 08/29/2016 | | S ⁽³⁾ | V 50,000 D | \$ 79.5031 (2) 243,030 | D | |
| Common Shares, \$.0033 par value per share | 08/31/2016 | | G | V 100 D | \$ 0 242,930 | D | |
| Common Shares, \$.0033 par value per share | | | | | 201,676 | I | By 2015 GRAT |

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| | | | |
|---|---------|---|---------------------------------------|
| Common Shares, \$.0033 par value per share | 158,514 | I | By 2010 GRAT |
| 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.

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(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 An Underlying Sec (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|--|--|---|---------------------|--------------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Share Appreciation Right | \$ 23.707 | 06/30/2016 | | G | V | | 11,292 (1) | (4) | 05/11/2017 | Common Shares, \$.0033 par value per share |
| | \$ 23.707 | 06/30/2016 | | G | V | | | (4) | 05/11/2017 | |

| | | |
|--------------------------------|----------------------|--|
| Share Appreciation Right | 11,292 <u>(1)</u> | 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 & CEO | |

Signatures

/s/ Louis Petrillo, Attorney
 in fact 08/31/2016
**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).
- On June 30, 2016, 11,292 share appreciation rights were distributed from the 2010 GRAT. Such share appreciation rights were previously
- (1) reported as indirectly beneficially held by the 2010 GRAT. Following such distribution, the reporting person owns 22,554 share appreciation rights directly and 112,446 indirectly by the 2010 GRAT.
 - (2) Represents a weighted average sales price; the sales prices range from \$79.405 to \$79.69. Upon request, the full sale information regarding the number of shares sold at each price increment will be provide to the Commission or to the security holder of the issuer.
 - (3) The shares were sold in order to satisfy state and federal income taxes.
 - (4) The share appreciation right became exercisable in three equal annual installments commencing May 11, 2008, subject to the applicable award agreement.

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.