

VALIDUS HOLDINGS LTD  
Form 8-K  
May 07, 2012

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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 2, 2012

**Validus Holdings, Ltd.**

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction  
of incorporation)

001-33606

(Commission  
File Number)

98-0501001

(I.R.S. Employer  
Identification No.)

29 Richmond Road, Pembroke, Bermuda

(Address of principal executive offices)

HM08

(Zip Code)

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

Top of the Form**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS****Annual General Meeting of Shareholders**

1. At the annual general meeting of shareholders of Validus Holdings, Ltd. (the Company) held on May 2, 2012 the shareholders of the Company approved the following:

(a) The election of three Class II Directors of the Company:

|                           | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|---------------------------|------------|-----------------|-----------------------------|
| Michael E.A.<br>Carpenter | 81,170,695 | 4,649,091       | 6,873,000                   |
| Alok Singh                | 83,547,231 | 2,272,555       | 6,873,000                   |
| Christopher E.<br>Watson  | 72,906,512 | 12,913,274      | 6,873,000                   |

(b) The election of Designated Company Directors of the Company's Non-U.S. subsidiaries:

|                               | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|-------------------------------|------------|-----------------|-----------------------------|
| Edward J. Noonan              | 84,102,647 | 1,717,139       | 6,873,000                   |
| C.N. Rupert Atkin             | 84,112,168 | 1,707,618       | 6,873,000                   |
| Patrick G. Barry              | 84,112,121 | 1,707,665       | 6,873,000                   |
| Peter A. Bilsby               | 84,112,178 | 1,707,608       | 6,873,000                   |
| Alan Bossin                   | 84,113,007 | 1,706,779       | 6,873,000                   |
| Julian P. Bosworth            | 84,110,715 | 1,709,071       | 6,873,000                   |
| Janita A. Burke               | 84,112,620 | 1,707,166       | 6,873,000                   |
| Michael E.A. Carpenter        | 84,112,604 | 1,707,182       | 6,873,000                   |
| Rodrigo Castro                | 84,112,471 | 1,707,315       | 6,873,000                   |
| Jane S. Clouting              | 84,112,277 | 1,707,509       | 6,873,000                   |
| Joseph E. (Jeff)<br>Consolino | 84,102,161 | 1,717,625       | 6,873,000                   |
| C. Jerome Dill                | 84,103,064 | 1,716,722       | 6,873,000                   |
| Andrew Downey                 | 84,112,521 | 1,707,265       | 6,873,000                   |
| Kerry A. Emanuel              | 84,112,128 | 1,707,658       | 6,873,000                   |
| Jonathan D. Ewington          | 84,112,121 | 1,707,665       | 6,873,000                   |
| Andrew M. Gibbs               | 84,071,631 | 1,748,155       | 6,873,000                   |
| Michael Greene<br>Barnabas    | 84,112,521 | 1,707,265       | 6,873,000                   |
| Hurst-Bannister               | 84,112,528 | 1,707,258       | 6,873,000                   |
| Anthony J. Keys               | 84,112,121 | 1,707,665       | 6,873,000                   |
| Robert F. Kuzloski            | 84,112,607 | 1,707,179       | 6,873,000                   |
| Stuart W. Mercer              | 84,102,521 | 1,717,265       | 6,873,000                   |
| Jean-Marie Nessi              | 84,112,220 | 1,707,566       | 6,873,000                   |
| Andre Perez                   | 84,112,121 | 1,707,665       | 6,873,000                   |
| Julian G. Ross                | 84,112,557 | 1,707,229       | 6,873,000                   |

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|                   |            |           |           |
|-------------------|------------|-----------|-----------|
| Rafael Saer       | 84,112,121 | 1,707,665 | 6,873,000 |
| Matthew Scales    | 84,112,121 | 1,707,665 | 6,873,000 |
| James E. Skinner  | 84,112,121 | 1,707,665 | 6,873,000 |
| Verner G. Southey | 84,112,557 | 1,707,229 | 6,873,000 |
| Nigel D. Wachman  | 84,112,121 | 1,707,665 | 6,873,000 |
| Lixin Zeng        | 84,112,374 | 1,707,412 | 6,873,000 |

(c) 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 21, 2012, including the Compensation Discussion and Analysis:

|        | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--------|------------|----------------|----------------|-------------------------|
| Total: | 82,501,768 | 352,850        | 2,965,168      | 6,873,000               |

(d) The approval of the selection of PricewaterhouseCoopers to act as the independent registered public accounting firm of the Company for the year ending December 31, 2012:

|        | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|--------|------------|----------------|--------------------|-------------------------|
| Total: | 89,402,217 | 2,610,699      | 679,870            |                         |

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**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.

Validus Holdings, Ltd.

May 7, 2012

By: */s/ Joseph E. (Jeff) Consolino*

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*Name: Joseph E. (Jeff) Consolino*  
*Title: President and Chief Financial Officer*