

Boisvert Patrick
Form 4
July 20, 2018

FORM 4

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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Boisvert Patrick

(Last) (First) (Middle)

C/O VALIDUS HOLDINGS,
LTD., 29 RICHMOND ROAD

(Street)

PEMBROKE, D0 HM08

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VALIDUS HOLDINGS LTD [VR]

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

07/18/2018

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)

Group Chief Accounting Officer

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 Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common Stock | 07/18/2018 ⁽¹⁾ | | D | 4,325 | D | 46,079 | D |
| Common Stock | 07/18/2018 ⁽¹⁾ | | D | 46,079 | D | 0 | D |

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
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SEC 1474
(9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Boisvert Patrick C/O VALIDUS HOLDINGS, LTD. 29 RICHMOND ROAD PEMBROKE, D0 HM08 | | | Group Chief Accounting Officer | |

Signatures

/s/ Patrick
Boisvert

07/20/2018

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 July 18, 2018, pursuant to that certain Agreement and Plan of Merger, dated as of January 21, 2018 (the Merger Agreement), by and among American International Group, Inc. (Parent), Venus Holdings Limited, a wholly owned subsidiary of Parent (Merger Sub), and Validus Holdings, Ltd. (the Company), Merger Sub merged with and into the Company, with the Company continuing as the surviving entity, which became a wholly owned subsidiary of Parent (the Merger). Pursuant to the Merger Agreement, at the effective time of the Merger, each issued and outstanding common share, par value \$0.175, of the Company was canceled and converted into the right to receive \$68.00 in cash.

(2) At the effective time of the Merger, a pro rata portion (based on the amount of the applicable vesting period that has elapsed) of each unvested restricted share unit (RSU) award held by Mr. Boisvert became fully vested and was canceled and converted into the right to receive \$68.00 in cash, less any required withholding taxes. The remaining portion of each such RSU award was assumed by Parent and converted into a Parent RSU award entitling Mr. Boisvert to receive a number of shares of Parent common stock equal to the product of (i) the number of common shares represented by the remaining portion of each such RSU award and (ii) the equity award exchange ratio set forth in the Merger Agreement.

(3) Includes all shares held by Mr. Boisvert immediately prior to the Merger, including previously granted restricted share awards. At the effective time of the Merger, a pro rata portion (based on the amount of the applicable vesting period that has elapsed) of each unvested restricted share award held by Mr. Boisvert became fully vested and was canceled and converted into the right to receive \$68.00 in cash

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plus any accrued but unpaid dividends in respect of such restricted share award, less any required withholding taxes. The remaining portion of each such restricted share award was assumed by Parent and converted into a number of restricted shares of Parent common stock equal to the product of (i) the number of common shares represented by the remaining portion of each such restricted share award and (ii) the equity award exchange ratio set forth in the Merger Agreement.

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

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