

GRANDISSON MARC

Form 4

May 11, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRANDISSON MARC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ARCH CAPITAL GROUP
LTD., WATERLOO HOUSE, 100
PITTS BAY ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President & CEO

(Street)
PEMBROKE, D0 HM 08

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	05/09/2018		M	30,000 A	\$ 23.1 638,762	I	See Footnote (2)
Common Shares, \$.0033 par value per share	05/09/2018		F(3)	8,731 D	\$ 79.38 630,031	I	See Footnote (2)

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Common
Shares,
\$.0033 par
value per
share

660

I

By spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Amount Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Appreciation Right	\$ 23.1	05/09/2018		M	30,000	<u>(1)</u>	05/09/2018	Common Shares, \$.0033 par value per share	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRANDISSON MARC
C/O ARCH CAPITAL GROUP LTD.
WATERLOO HOUSE, 100 PITTS BAY ROAD
PEMBROKE, D0 HM 08

President & CEO

Signatures

/s/ Marc
Grandisson 05/11/2018

**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) The share appreciation right became exercisable in three equal annual installments, with the first installment becoming exercisable on May 9, 2009 and the next two installments on May 9, 2010 and May 9, 2011, subject to the applicable award agreement.
- (2) The reporting person holds such common shares indirectly with his spouse.
- (3) In connection with the exercise of the share appreciation rights award described in Table II, 8,731 common shares were disposed of in satisfaction of the exercise price. The reporting person received a net issuance of 21,269 common shares.

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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