

Singh Alok  
 Form 4  
 February 25, 2011

**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 \*  
**Singh Alok**

2. Issuer Name and Ticker or Trading Symbol  
**VALIDUS HOLDINGS LTD [VR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/23/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

See Note (5) Below

**C/O VALIDUS RE, 48  
 PAR-LA-VILLE ROAD, SUITE  
 1790**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**HAMILTON, D0 HM11**

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Shares	12/23/2010		D <sup>(1)</sup>		584,071	D	\$ 30 6,346,697	I	See Notes (2) (5)
Common Shares	12/23/2010		D <sup>(1)</sup>		45,201	D	\$ 30 6,346,697	I	See Notes (3) (5)
Common Shares	12/23/2010		D <sup>(1)</sup>		10,272	D	\$ 30 6,346,697	I	See Notes (4) (5)

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Singh Alok C/O VALIDUS RE 48 PAR-LA-VILLE ROAD, SUITE 1790 HAMILTON, D0 HM11	X			See Note (5) Below

## Signatures

/s/ Alok Singh                      02/24/2011  
 \*\*Signature of                      Date  
 Reporting Person

## 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).
- The dispositions reported represent sales to Validus Holdings, Ltd. (the "Issuer") pursuant to a Repurchase Agreement that the Issuer,
- (1) New Mountain Partners II (Cayman), L.P., Allegheny New Mountain Partners (Cayman), L.P. and New Mountain Affiliated Investors II (Cayman), L.P. entered into as of November 4, 2010.
  - (2) The securities sold were directly owned by New Mountain Partners II (Cayman), L.P. Following the reported transaction, New Mountain Partners II (Cayman), L.P. directly owns 5,796,198 shares of common stock of the issuer.
  - (3) The securities sold were directly owned by Allegheny New Mountain Partners (Cayman), L.P. Following the reported transaction, Allegheny New Mountain Partners (Cayman), L.P. directly owns 448,566 shares of common stock of the issuer.
  - (4) The securities sold were directly owned by New Mountain Affiliated Investors II (Cayman), L.P. Following the reported transaction, New Mountain Affiliated Investors II (Cayman), L.P. directly owns 101,933 shares of common stock of the issuer.
  - (5) NMI II (Cayman) GP, Ltd. is the general partner of New Mountain Investments II (Cayman), L.P., which is the general partner of each of New Mountain Partners II (Cayman), L.P., Allegheny New Mountain Partners (Cayman), L.P. and New Mountain Affiliated Investors II

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(Cayman), L.P. (collectively, the "New Mountain Funds"). Alok Singh is a managing director of New Mountain Capital, L.L.C. Mr. Singh disclaims beneficial ownership of the shares of common stock owned by the New Mountain Funds, except to the extent of his pecuniary interest therein.

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.