

Singh Alok  
Form 4  
March 06, 2013

**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

(Last) (First) (Middle)

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

(Street)

HAMILTON, D0 HM11

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/04/2013

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)  
See Note (4) Below

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount  | (D) | Price |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3)                  | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |              |            |                  |     |
|--------------------------------------|--|----------------------|-----------------|---|------------------|------------------|--------------|------------|------------------|-----|
|                                      |  |                      | Code            | V (A) (D)   | Date Exercisable | Expiration Date  | Title        | Amount     | Number of Shares |     |
| Common Stock Warrants (right to buy) | \$ 17.5                                  | 03/04/2013           | S               |   | 09/19/2007       | 12/12/2015       | Common Stock | 716,031.48 | 716,031.48       | (1) |
| Common Stock Warrants (right to buy) | \$ 17.5                                  | 03/04/2013           | S               |   | 09/19/2007       | 12/12/2015       | Common Stock | 55,392.07  | 55,392.07        | (2) |
| Common Stock Warrants (right to buy) | \$ 17.5                                  | 03/04/2013           | S               |   | 09/19/2007       | 12/12/2015       | Common Stock | 12,632.01  | 12,632.01        | (3) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                    |
|---|---------------|-----------|---------|--------------------|
|   | Director      | 10% Owner | Officer | Other              |
| Singh Alok<br>C/O VALIDUS RE<br>48 PAR-LA-VILLE ROAD, SUITE 1790<br>HAMILTON, D0 HM11 | X             |           |         | See Note (4) Below |

## Signatures

/s/ Alok Singh                      03/06/2013

\_\_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).
- (1) The securities sold were directly owned by New Mountain Partners II (Cayman), L.P.
- (2) The securities sold were directly owned by Allegheny New Mountain Partners (Cayman), L.P.
- (3) The securities sold were directly owned by New Mountain Affiliated Investors II (Cayman), L.P.
- (4) 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 (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 common stock warrants owned by the New Mountain Funds, except to the extent of his

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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.

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