Levy Sander M. Form 4 December 23, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Levy Sander M.

2. Issuer Name and Ticker or Trading Symbol

VALIDUS HOLDINGS LTD [VR]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable) X_ Director

10% Owner

Other (specify

(Month/Day/Year) 12/22/2011

C/O VESTAR CAPITAL PARTNERS. 245 PARK AVENUE.

(Street)

(First)

41ST FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Officer (give title

Form filed by More than One Reporting

NEW YORK, NY 10167

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(A)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amoun Underlying Securit

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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	Amo Num Shar
Warrants to purchase common stock (1) (2)	\$ 17.5	12/22/2011		S	954,442.45	12/12/2005	12/12/2015	Common Shares	954
Warrants to purchase common stock (2) (3)	\$ 17.5	12/22/2011		S	10,236.28	12/12/2005	12/12/2015	Common Shares	10,
Warrants to purchase common stock (2) (4)	\$ 17.5	12/22/2011		S	8,130.95	12/12/2005	12/12/2015	Common Shares	8,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Levy Sander M. C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	X					
Signatures						

Reporting Person

/s/ Sander M. 12/23/2011 Levy **Signature of 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)** These securities were held by Vestar AIV Holdings A L.P.
- Each of Vestar AIV Employees Validus Ltd., Vestar AIV Holdings B L.P., and Vestar AIV Holdings A L.P. is affiliated with, or managed by, Vestar Capital Partners. Mr. Levy is a managing director of Vestar Capital Partners and may be deemed to have a **(2)** pecuniary interest in securities held by such Funds.

Reporting Owners 2

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- (3) These securities were held by Vestar AIV Employees Validus LTD.
- (4) These securities were held by Vestar AIV Holdings B L.P.

Remarks:

Pursuant to Rule 16a-1 (a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Levy may be deen 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.