### Edgar Filing: Greenberg Jeffrey W. - Form 4

Greenberg Form 4 June 08, 20	·								
FOR	M 4 <sub>UNITED</sub>	STATES					E COMMISSIO		PPROVAL 3235-0287
if no lo subject Section Form 4 Form 5 obligati may co	to 16. or Filed pu ions Section 17/	Washington, D.C. 20549       N         STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       E         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,       E         Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       1940							
(Print or Type	e Responses)								
1. Name and Address of Reporting Person <u>*</u> Greenberg Jeffrey W.			2. Issuer Name <b>and</b> Ticker or Trading Symbol VALIDUS HOLDINGS LTD [VR]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 535 MADISON AVENUE, 24TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 06/04/2010			(Check all applicable) <u>X</u> Director <u>10%</u> Owner <u>Officer (give title</u> <u>Other (specify</u> <u>below)</u>			
				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		
NEW YOI	RK, NY 10022						Person	y more than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	l of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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)
Reminder: Ro	eport on a separate line	e for each cla	ass of sec		ficially ow Perso inforr requi	ned directly ons who rest nation contract to response	or indirectly. spond to the coll tained in this for ond unless the fo ntly valid OMB c	m are not orm	SEC 1474 (9-02)

number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(D)		(A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Warrants (right to buy)	\$ 22	06/04/2010		J <u>(1)</u>	4,433.09	(2)	12/12/2015	Common Stock	4,4(
Warrants (right to buy)	\$ 17.5	06/04/2010		J <u>(1)</u>	146,185.43	(2)	12/12/2015	Common Stock	146,
Warrants (right to buy)	\$ 17.5					(2)	12/12/2015	Common Stock	64,9
Warrants (right to buy)	\$ 17.5					(2)	12/12/2015	Common Stock	116,:
Warrants (right to buy)	\$ 17.5					(2)	12/12/2015	Common Stock	10,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Greenberg Jeffrey W. 535 MADISON AVENUE 24TH FLOOR NEW YORK, NY 10022	Х						
Signatures							

## Jign

Jeffrey W. 06/08/2010 Greenberg

\*\*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).
- These warrants are being transferred in connection with an in-kind pro rata distribution for no consideration in respect of a limited (1) partnership interest in Aquiline Holdings LP.
- (2) These warrants are exercisable at any time prior to their expiration date.
- These warrants are held by Aquiline Capital Partners LLC. (3)
- These warrants are held by Aquiline Financial Services Fund (Offshore) L.P. (4)

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(5) These warrants are held by Aquiline Financial Services Fund L.P.

The investment manager of each of Aquiline Financial Services Fund L.P. and Aquiline Financial Services Fund (Offshore) L.P. is Aquiline Capital Partners LLC. The sole member of Aquiline Capital Partners LLC is Aquiline Holdings LLC. The sole member of

(6) Aquiline Holdings LLC is Aquiline Holdings LP. The general partner of Aquiline Holdings LP is Aquiline Holdings GP Inc. The sole stockholder of Aquiline Holdings GP Inc. is Jeffrey W. Greenberg. Mr. Greenberg also serves as a managing principal of Aquiline Capital Partners LLC.

#### **Remarks:**

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

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.