

VALIDUS HOLDINGS LTD  
Form 8-K  
December 28, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 24, 2009

**Validus Holdings, Ltd.**

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction  
of incorporation)

001-33606

(Commission  
File Number)

98-0501001

(I.R.S. Employer  
Identification No.)

29 Richmond Road, Pembroke, Bermuda

(Address of principal executive offices)

HM08

(Zip Code)

Registrant's telephone number, including area code:

(441) 278-9000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01 Other Events.**

On December 24, 2009, Validus Holdings, Ltd. (the "Company") entered into a written stock purchase plan under Rule 10b5-1 (the "Plan") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to facilitate the continuing repurchase by the Company of its common shares (the "Common Shares") pursuant to the Company's existing share repurchase program. As previously announced, on November 4, 2009 the Board of Directors of the Company approved a share repurchase program, authorizing the Company to repurchase up to \$400 million of its Common Shares.

The Plan provides that a broker selected by the Company has the authority to repurchase Common Shares at prevailing market prices on the New York Stock Exchange, any national securities exchange, in the over-the-counter market, on an automated trading system or otherwise, pursuant to the terms of and subject to the limitations specified in the Plan. The Plan will allow the Company's broker to repurchase Common Shares on behalf of the Company during the Company's closed trading period imposed in connection with the Company's 2009 year-end earnings release, to the extent such purchases are permitted pursuant to Regulation M under the Exchange Act and other applicable securities laws. There can be no assurance that any Common Shares will be repurchased by the Company either through the Plan or otherwise.

The Company may amend or modify the Plan at any time, so long as, among other things, the amendment or modification is made in good faith and not as a part of a plan or scheme to evade the prohibitions of Rule 10b-5 under the Exchange Act, or other applicable securities laws.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Validus Holdings, Ltd.

*December 28, 2009*

By: */s/ Robert F. Kuzloski*

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*Name: Robert F. Kuzloski*

*Title: Senior Vice President and Assistant General Counsel*