

ARCH CAPITAL GROUP LTD.  
Form 8-K  
January 23, 2006

**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**

**January 18, 2006**

Date of Report (Date of earliest event reported)

**Arch Capital Group Ltd.**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other  
jurisdiction of  
incorporation or  
organization)

**0-26456**  
(Commission File Number)

**N/A**  
(I.R.S. Employer  
Identification No.)

**Wessex House, 45 Reid Street, Hamilton HM 12, Bermuda**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

**(441) 278-9250**

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N/A

(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 (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR.13e-4(c))
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**ITEM 1.01                    Entry into a Material Definitive Agreement.**

On January 18, 2006, Arch Reinsurance Ltd. ( ARL ), a subsidiary of Arch Capital Group Ltd. ( ACGL ), as obligor, signed an Amended and Restated Letter of Credit and Reimbursement Agreement, dated as of December 31, 2005, with Barclays Bank PLC ( Barclays ), as agent and issuer, relating to a Letter of Credit and Reimbursement Agreement, dated as of November 25, 2003, with Barclays (as amended and restated on August 19, 2004, on November 24, 2004 and on December 6, 2004, and as amended on July 21, 2005) (as amended and restated the Agreement ). The Agreement is attached hereto as Exhibits 10.1 to this Current Report and is incorporated herein by reference.

The Agreement increases the maximum face amount of letters available for issuance from \$175 million to \$200 million. The Agreement is a secured letter of credit facility, with fees payable to Barclays based on outstanding commitments under the facility. The Agreement provides that ARL may request that Barclays issue or renew (1) letters of credit in U.S. Dollars, Pounds Sterling or Euros having an expiration date of up to four years from the date of issue during the period starting December 31, 2005 and ending December 31, 2006 and (2) letters of credit in U.S. Dollars, Pounds Sterling or Euros, subject to a maximum face amount of \$25 million, having an expiration date of 364 days from the date of issue during the period starting December 31, 2005 and ending December 31, 2009.

The Agreement also contains customary covenants which limit our ability to dispose of material assets, incur liens or indebtedness under certain circumstances. Most of these restrictions are subject to certain minimum thresholds and exceptions. The Agreement also contains certain affirmative covenants which provide, among other things, that ARL maintain certain financial strength ratings. In addition, the Agreement provides that the obligations of ARL may be accelerated upon the occurrence and continuation of certain events of default. Such events include (subject to certain materiality thresholds and grace periods) payment defaults, covenant defaults, failure by ACGL to maintain minimum levels of net worth and maximum leverage ratios, material inaccuracy of representations and warranties, bankruptcy and involuntary proceedings, cross-defaults under other agreements and other customary defaults.

Barclays is also a lender under a separate credit agreement, dated as of November 29, 2005 (the Credit Agreement ), by and among ACGL, various subsidiaries of ACGL designated as borrowers and the other lenders named therein. The Credit Agreement was filed as an exhibit to ACGL s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 30, 2005.

**ITEM 2.03                    Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information in Item 1.01 of this Current Report is incorporated by reference.

**ITEM 9.01**

**Exhibits.**

**EXHIBIT NO.**

**DESCRIPTION**

10.1 Amended and Restated Letter of Credit and Reimbursement Agreement, dated as of December 31, 2005, between Arch Reinsurance Ltd., as obligor, and Barclays Bank PLC ( Barclays ), as agent and issuer, relating to a Letter of Credit and Reimbursement Agreement, dated as of November 25, 2003, with Barclays (as amended and restated on August 19, 2004, on November 24, 2004 and on December 6, 2004, and as amended on July 21, 2005)



SIGNATURES

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

ARCH CAPITAL GROUP LTD.

Date: January 20, 2006

By: */s/ John D. Vollaro*  
Name: John D. Vollaro  
Title: Executive Vice President,  
Chief Financial Officer and  
Treasurer

**EXHIBIT INDEX**

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