

ARCH CAPITAL GROUP LTD.
Form 5
February 09, 2017

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
IORDANOU CONSTANTINE

2. Issuer Name and Ticker or Trading Symbol
ARCH CAPITAL GROUP LTD.
[ACGL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

C/O ARCH CAPITAL GROUP LTD., WATERLOO HOUSE, 100 PITTS BAY ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PEMBROKE, D0 HM 08

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | (A) or (D) | Amount or Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|------------|-----------------|--|--|---|
| Common Shares, \$.0033 par value per share | | | | | | | 191,522 | D | |
| Common Shares, \$.0033 par value per share | | | | | | | 201,676 | I | By 2015 GRAT |

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| | | | | | | | | | |
|---|---|---|---|---|---|---|---------|---|---------------------------------------|
| Common Shares, \$.0033 par value per share | Â | Â | Â | Â | Â | Â | 158,514 | I | By 2010 GRAT |
| Common Shares, \$.0033 par value per share | Â | Â | Â | Â | Â | Â | 83,333 | I | By Limited Liability Company |
| Common Shares, \$.0033 par value per share | Â | Â | Â | Â | Â | Â | 116,613 | I | By Limited Liability Company |
| Common Shares, \$.0033 par value per share | Â | Â | Â | Â | Â | Â | 11,616 | I | By child |
| Series C Non-Cumulative Preferred Shares (non-convertible) | Â | Â | Â | Â | Â | Â | 6,000 | D | Â |
| Series C Non-Cumulative Preferred Shares (non-convertible) | Â | Â | Â | Â | Â | Â | 1,800 | I | By spouse |

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

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SEC 2270
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and |
|---|--|---|---|--------------------------------------|--|--------------|--|--------------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Share Appreciation Right | \$ 23.707 | 12/31/2016 | Â | G | Â | 8,698 (2) | Â (1) | 05/11/2017 | Common Shares, \$.0033 par value per share |
| Share Appreciation Right | \$ 23.707 | 12/31/2016 | Â | G | 8,698 (2) | Â | Â (1) | 05/11/2017 | Common Shares, \$.0033 par value |

| Share Appreciation Right | \$ 19.293 | 12/31/2016 | Â | G | Â | 27,084 (3) | Â (4) | 05/06/2019 | per share Common Shares, \$.0033 par value per share | |
|--------------------------|-----------|------------|---|---|---|---------------|-------|------------|--|--|
| Share appreciation right | \$ 19.293 | 12/31/2015 | Â | G | | 27,084 (3) | Â (4) | 05/06/2019 | per share Common Shares, \$.0033 par value per share | |
| Share appreciation right | \$ 33.913 | 12/31/2016 | Â | G | Â | 84,748 (5) | Â (6) | 05/06/2021 | per share Common Shares, \$.0033 par value per share | |
| Share Appreciation Right | \$ 33.913 | 12/31/2016 | Â | G | | 84,748 (5) | Â (6) | 05/06/2021 | per share Common Shares, \$.0033 par value per share | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| IORDANOU CONSTANTINE C/O ARCH CAPITAL GROUP LTD. WATERLOO HOUSE,100 PITTS BAY ROAD PEMBROKE,Â D0Â HM 08 | Â X | Â | Â Chairman & CEO | Â |

Signatures

/s/ Louis Petrillo, Attorney
in fact 02/03/2017

**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).
- (1) The share appreciation right (SARs) became exercisable in three equal annual installments with the first installment being exercisable on May 11, 2008 and the second and third installments being exercisable on May 11, 2009 and May 11, 2010.
- (2) On December 31, 2016, 8,698 SARs were distributed from the 2010 GRAT. Such SARs were previously reported as indirectly beneficially held by the 2010 GRAT. Following this distribution, the 2010 GRAT indirectly owns 94,060 SARs and the reporting person directly owns 40,940 SARs.
- (3) On December 31, 2016, 27,084 SARs were distributed from the 2014 GRAT. Such SARs were previously reported as indirectly beneficially held by the 2014 GRAT. Following such distribution, the 2014 GRAT no longer owns this SAR and the reporting person directly owns 93,300 SARs.

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- (4) The SARs became exercisable in three equal annual installments with the first installment being exercisable on May 6, 2010 and the second and third installments being exercisable on May 6, 2011 and May 6, 2012.
- On December 31, 2016, 84,748 SARs were distributed from the 2014 GRAT. Such SARs were previously reported as indirectly
- (5) beneficially held by the 2014 GRAT. Following such distribution, the 2014 GRAT indirectly owns 15,317 SARs and the reporting person owns 84,748 SARs directly.
- (6) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 6, 2012 and the second and third installments being exercisable on May 6, 2013 and May 6, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.