

IORDANOU CONSTANTINE
Form 5
January 23, 2019

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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)
12/31/2018

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

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) | 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, \$.0011 par value per share | 11/01/2018 | Â | G ⁽¹⁾ | 9,891 ⁽²⁾ D | \$ ⁽¹⁾ 0 | I | By Limited Liability Company |
| Common | 11/01/2018 | Â | G ⁽¹⁾ | 9,891 A | \$ ⁽¹⁾ 474,876 ⁽²⁾ | D | Â |

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| | | | | | | | | | | |
|--|------------|---|------------------|---------------------------|---|------------------------|------------------------|---|-----------------|--|
| Shares, \$.0011 par value per share | | | | | | | | | | |
| Common Shares, \$.0011 par value per share | 12/19/2018 | Â | G | 1,200 | D | \$ 0 | 473,676 | D | Â | |
| Common Shares, \$.0011 par value per share | 12/31/2018 | Â | G ⁽⁴⁾ | 126,694 ⁽⁴⁾ | D | \$ 0 ⁽⁴⁾ | 478,334 ⁽²⁾ | I | By 2015 GRAT | |
| Common Shares, \$.0011 par value per share | 12/31/2018 | Â | G ⁽⁴⁾ | 126,694 ⁽⁴⁾ | A | \$ 0 ⁽⁴⁾ | 600,370 | D | Â | |
| Depository Shares ⁽³⁾ | Â | Â | Â | Â | Â | Â | 3,000 | I | By spouse | |
| Depository Shares ⁽³⁾ | Â | Â | Â | Â | Â | Â | 7,000 | D | Â | |

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 Underlying Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|---------------------------|--|-----------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Share Appreciation Right | \$ 12.35 | 12/31/2018 | Â | G | Â | 193,164 ⁽⁵⁾ | 02/29/2012 | 02/28/2022 | Common Shares, \$.0011 par value per share |
| Share Appreciation Right | \$ 12.35 | 12/31/2018 | Â | G | 193,164 ⁽⁵⁾ | Â | 02/29/2012 | 02/28/2022 | Common Shares, \$.0011 par value per share |

| | | | | | | | | | |
|--------------------------------|----------|------------|---|---|---|----------------|-------|------------|---|
| Share Appreciation Right | \$ 12.86 | 12/31/2018 | Â | G | Â | 240,674 (6) | Â (7) | 05/09/2022 | par va per sh Comm Share \$.001 par va per sh |
| Share Appreciation Right | \$ 12.86 | 12/31/2018 | Â | G | | 240,674 (6) | Â (7) | 05/09/2022 | Comm Share \$.001 par va per sh |

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, D0 HM 08 | Â X | Â | Â Chairman | Â |

Signatures

/s/ Constantine Iordanou 01/23/2019

**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) On November 1, 2018, the limited liability company distributed 9,891 common shares indirectly beneficially owned by the reporting person to the reporting person's direct holdings.
- (2) The amount of common shares includes common shares acquired in connection with a 3-for-1 share split effectuated by Arch Capital Group Ltd. on June 21, 2018.
- (3) Each Depository Share Represents 1/1,000th interest in a Series F Non-Cumulative Preferred Share.
- (4) On December 31, 2018, 126,694 common shares were distributed from the 2015 GRAT. Such common shares were previously reported as indirectly held by the 2015 GRAT. Following the distribution, the reporting person owns these 126,694 common shares directly.
- (5) On December 31, 2018, 193,164 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 indirectly owns 0 and the reporting person owns 484,908 SARs directly.
- (6) On December 31, 2018, 240,674 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 indirectly owns 62,326 SARs and the reporting person owns 240,674 SARs directly.
- (7) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 9, 2014 and the second and third installments being exercisable on May 9, 2015 and May 9, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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