

Hutchings W Preston
Form 4
March 15, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hutchings W Preston

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. Date of Earliest Transaction (Month/Day/Year)
03/14/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Chief Investment Officer

WATERLOO HOUSE, GROUND FLOOR, 100 PITTS BAY ROAD
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PEMBROKE, D0 HM 08

(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 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) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Shares, \$.0011 par value per share | 03/14/2019 | | S | 37,500 | D | \$ 32.5539 (2) | 585,260 | I | By Company (1) |
| Common Shares, \$.0011 par value per share | 03/14/2019 | | M | 45,900 | A | \$ 6.431 | 631,160 | I | By Company (1) |
| | 03/14/2019 | | F(4) | 9,069 | D | \$ 32.55 | 622,091 | I | |

Edgar Filing: Hutchings W Preston - Form 4

| | | | |
|--|--------|---|--------------------------|
| Common Shares, \$.0011 par value per share | | | By Company <u>(1)</u> |
| Common Shares, \$.0011 par value per share | 62,216 | D | |
| Common Shares, \$.0011 par value per share | 600 | I | By children |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Share Appreciation Right | \$ 6.431 | 03/14/2019 | | M | 45,900 | <u>(3)</u> 05/06/2019 | Common Shares, \$.0011 par value per share 45,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | SVP & Chief Investment Officer | |

Hutchings W Preston
WATERLOO HOUSE, GROUND FLOOR
100 PITTS BAY ROAD
PEMBROKE, D0 HM 08

Signatures

/s/ W. Preston
Hutchings

03/15/2019

 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) The shares are held by a company which is owned by a family trust; beneficiaries of the family trust are the reporting person, his spouse and their children.
 - (2) Represents a weighted average sale price; the sales prices range from \$32.50 to \$32.64. Upon request, the full information regarding the number of shares sold at each price increment will be provided to the Commission or to a security holder of the issuer.
 - (3) The share appreciation right became exercisable in three equal annual installments, with the first installment became exercisable on May 6, 2010, and the next two May 6, 2011 and May 6, 2012, subject to the applicable award agreement.
 - (4) In connection with the exercise of a share appreciation right as described in Table II, 9,069 shares were disposed of in satisfaction of the exercise price; 36,831 net shares were issued.

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.