Watson Christopher E Form 4 July 20, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Watson Christopher E			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			VALIDUS HOLDINGS LTD [VR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
535 MADISON AVENUE, 24TH FLOOR			07/18/2018	Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group Fili				
NEW YORI	K, NY 1002	2	Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Report Form filed by More than C Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	anired. Disposed of, or Reneficially Owne			

							. , .	,	•
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)	•	any	* * *)	Beneficially	(D) or	Beneficial
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		5)	Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)
				(4)			Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	· ·		
Common Shares	07/18/2018(1)		D	1,822	D	\$ 68 (2)	0	D	

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Watson Christopher E 535 MADISON AVENUE, 24TH FLOOR NEW YORK, NY 10022

Signatures

/s/ Christopher E. 07/20/2018 Watson

**Signature of Reporting 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).
- On July 18, 2018, pursuant to that certain Agreement and Plan of Merger, dated as of January 21, 2018 (the Merger Agreement), by and among American International Group, Inc. (Parent), Venus Holdings Limited, a wholly owned subsidiary of Parent (Merger Sub), and Validus Holdings, Ltd. (the Company), Merger Sub merged with and into the Company, with the Company continuing as the surviving entity, which became a wholly owned subsidiary of Parent (the Merger).
- Pursuant to the Merger Agreement, at the effective time of the Merger, each issued and outstanding common share, par value \$0.175, of the Company was canceled and converted into the right to receive \$68.00 in cash.

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.

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