

ARCH CAPITAL GROUP LTD.

Form 4

May 27, 2015

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PASQUESI JOHN M

(Last) (First) (Middle)

**C/O ARCH CAPITAL GROUP
LTD., WATERLOO HOUSE,
GROUND FL, 100 PITTS RD**

(Street)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

PEMBROKE, D0 HM 08

(City) (State) (Zip)

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

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) |
|--|---|---|--------------------------------------|---|--|---|---|
| Common Shares, \$.0033 par value per share | 05/22/2015 | | G V | 12,698 (3) | D \$ 0 | 670,106 | I |
| Common Shares, \$.0033 par value per share | | | | | 56,052 (4) | I | By Limited Liability Company (1) |
| | | | | | | | By Trust (2) |

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| | | | | | | | | | |
|--|------------|---|---|---------------|---|----------------------|------------|---|----------------------------------|
| Common Shares, \$.0033 par value per share | 05/22/2015 | G | V | 15,000 (5) | D | \$ 0 | 41,052 (2) | I | By Trust (2) |
| Common Shares, \$.0033 par value per share | 05/22/2015 | S | | 6,237 | D | \$ 64.6414 (6) | 52,515 | I | Family limited partnership |
| Common Shares, \$.0033 par value per share | 05/22/2015 | S | | 56,700 | D | \$ 64.6414 (6) | 477,412 | I | By Trusts |
| Common Shares, \$.0033 par value per share | | | | | | | 509,227 | I | By Trust (2) |
| Common Shares, \$.0033 par value per share | | | | | | | 1,201 | D | |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| PASQUESI JOHN M C/O ARCH CAPITAL GROUP LTD. WATERLOO HOUSE, GROUND FL, 100 PITTS RD PEMBROKE, D0 HM 08 | X | | | Vice Chairman |

Signatures

/s/ Louis Petrillo, Attorney
in fact

05/27/2015

__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 security holder is Otter Capital LLC, for which the reporting person serves as managing member. All indicated securities are included because of his affiliation with Otter Capital LLC.
- (2) The common shares are held by a revocable trust. The reporting person and his spouse are the trustees and the beneficiaries.
- (3) Otter Capital LLC contributed 12,698 common shares of the issuer to the a revocable trust, for which the reporting person and his spouse are the trustees and the beneficiaries.
- (4) Includes 12,698 common shares of the issuer that were previously reported as indirectly owned by Otter Capital LLC.
- (5) Such common shares were gifted to charity; 12,698 of such shares were previously held by Otter Capital and were contributed to the reporting person's trust. *See* FNs 3 and 4.
- (6) Represents a weighted average sale price; the sales prices ranged from \$64.435 to \$64.96. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission or a security holder of the issuer.

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

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