

ARCH CAPITAL GROUP LTD.

Form 4

December 16, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
IORANOU CONSTANTINE

(Last) (First) (Middle)

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

(Street)

PEMBROKE, D0 HM 08

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2015

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)
Chairman, President & CEO

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. 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	05/14/2015		G	V 1,323 D \$ 0	364,025	D	
Common Shares, \$.0033 par value per share	05/18/2015		G	V 200 D \$ 0	363,825	D	
Common Shares, \$.0033 par value per share					120,000 ⁽³⁾	I ⁽³⁾	By 2015 GRAT ⁽³⁾

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Common Shares, \$.0033 par value per share								243,825 ⁽³⁾	D	
Common Shares, \$.0033 par value per share	12/15/2015		G	V	800	D	\$ 0	243,025	D	
Common Shares, \$.0033 par value per share								83,333	I	By Limited Liability Company
Common Shares, \$.0033 par value per share								116,613	I	By Limited Liability Company
Common Shares, \$.0033 par value per share								11,616	I	By child
Series C Non-Cumulative Preferred Shares (non-convertible)								6,000	D	
Series C Non-Cumulative Preferred Shares (non-convertible)								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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(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 A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 18.757	06/30/2015		G	V		11,115 <u>(2)</u>	<u>(1)</u>	02/23/2016	Common Shares, \$.0033 par value

Stock Option (right to buy)	\$ 18.757	06/30/2015	G	V	11,115 (2)	(1)	02/23/2016	per share Common Shares, \$.0033 par value per share
Stock Option (right to buy)	\$ 18.76					(1)	02/23/2016	per share Common Shares, \$.0033 par value per share
Share Appreciation Right	\$ 59.16						02/27/2015 02/27/2025	per share Common Shares, \$.0033 par value per share
Share Appreciation Right	\$ 62.51					(5)	05/12/2025	per share Common Shares, \$.0033 par value per share
Stock Option (right to buy)	\$ 18.757	09/30/2015	G	V	9,860 (6)	(1)	02/23/2016	per share Common Shares, \$.0033 par value per share
Stock Option (right to buy)	\$ 18.757	09/30/2015	G	V	9,860 (6)	(1)	02/23/2016	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, D0 HM 08	X		Chairman, President & CEO	

Signatures

/s/ Constantine
Iordanou 12/16/2015

____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 stock option became exercisable in three equal annual installments with the first installment being exercisable on February 23, 2007 and the second and third installments being exercisable on February 23, 2008 and February 23, 2009.

- (2) On June 30, 2015, 11,115 stock options were distributed from the 2010 GRAT. Such options were previously reported as indirectly beneficially held by the 2010 GRAT. Following such distribution, the reporting person owns 153,053 stock options directly and 238,217 stock options indirectly by the 2010 GRAT.

- (3) On August 7, 2015, the reporting person contributed 120,000 common shares to a grantor retained annuity trust (the "2015 GRAT"). Such common shares were previously reported as directly beneficially owned by the reporting person. Following this contribution to the 2015 GRAT the reporting person has direct beneficial ownership of 243,825 common shares and indirect beneficial ownership of 120,000 common shares.

- (4) The stock options and share appreciation rights were previously reported as directly beneficially owned by the reporting person but were contributed to the 2015 GRAT on August 7, 2015.

- (5) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 12, 2016 and the second and third installments being exercisable on May 12, 2017 and May 12, 2018.

- (6) On September 30, 2015, 9,860 stock options were distributed from the 2010 GRAT. Such options were previously reported as indirectly beneficially held by the 2010 GRAT. Following such distribution, the reporting person owns 9,860 stock options directly and 228,357 stock options indirectly by the 2010 GRAT.

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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