ARCH CAPITAL GROUP LTD. Form SC 13D/A November 20, 2009

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 8)*

ARCH CAPITAL GROUP LTD.

(Name of Issuer) COMMON SHARES, PAR VALUE \$0.01 PER SHARE (Title of Class of Securities) 011576290 (CUSIP Number)

SCOTT A. ARENARE, ESQ. WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 (212) 878-0600 (Name, Address and Telephone Number of Person Authorized to Receive Notices of Communication)

Copy to:

ANDREW R. BROWNSTEIN, ESQ. WACHTELL, LIPTON, ROSEN & KATZ 51 WEST 52ND STREET NEW YORK, NY 10019 (212) 403-1000

November 19, 2009 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box. "

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Check the following box if a fee is being paid with this statement " (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on the following pages) (Page 1 of 12 pages)

^{*} The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*)

	CUSIP No.)11576290	13D	(Page 2 of 12)	
1	NAME OF REPO Warburg Pincus (1		RSONS rate Equity VIII L.P.	
	S.S. OR I.R.S. ID 13-4194502	DENTIFICAT	ION NOS. OF ABOVE PERSONS	
 2 CHECK THE APPROPRIATE BOX IF GROUP 		E BOX IF A MEMBER OF A	(a) (b) ý	
3	SEC USE ONLY			· · · ·
4	SOURCE OF FU	INDS		
	WC			
5			RE OF LEGAL PROCEEDINGS IS	S REQUIRED
	PURSUANT TO	. ,		
6		OR PLACE O	FORGANIZATION	
	Bermuda	_		
N	UMBER OF	7	SOLE VOTING POWER	
DE	SHARES	0	314,737	
	NEFICIALLY DWNED BY	8	SHARED VOTING POWER	
(EACH	9	0 SOLE DISPOSITIVE POWER	
D	EPORTING	9	314,737	
	RSON WITH	10	SHARED DISPOSITIVE POWI	TR
		10	0	
11	AGGREGATE A	MOUNT BE	NEFICIALLY OWNED BY EACH	REPORTING PERSON
	314,737			
12	CHECK BOX IF	THE AGGR	EGATE AMOUNT IN ROW (II) E	XCLUDES
	CERTAIN SHAI	RES		
13	PERCENT OF C	LASS REPR	ESENTED BY AMOUNT IN ROW	⁷ (11)
	Less than 1%			
14	TYPE OF REPO PN	RTING PER	SON	

		CUSIP No 011576290		13D	(Page 3 of 12)
1	NAME OF REPO	. –		ers, L.P.	
	S.S. OR I.R.S. IDE 13-4194501	ENTIFICAT	ION NOS. OF	ABOVE P	ERSONS
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP			DF A (a) (b) ý		
3	SEC USE ONLY				
4	SOURCE OF FUN	NDS			
	WC				
5				L PROCEE	CDINGS IS REQUIRED
	PURSUANT TO I	• • •	• •		
6	CITIZENSHIP OI	R PLACE O	F ORGANIZA	ATION	
	Bermuda				
Ν	UMBER OF	7	SOLE VOT	TING POW	ER
	SHARES		263,052		
	NEFICIALLY	8	SHARED V	OTING P	OWER
(DWNED BY	_	0		
_	EACH	9	SOLE DIS	POSITIVE	POWER
	EPORTING	1.0	263,052		
PE	RSON WITH	10		DISPOSITI	VE POWER
11		MOUNT BE	0 NEFICIALLY	OWNED	BY EACH REPORTING PERSON
	263,052				
12			EGATE AMO	UNT IN R	OW (11) EXCLUDES
	CERTAIN SHAR				
13	PERCENT OF CL	ASS REPR	ESENTED BY	AMOUN	Γ IN ROW (11)
	Less than 1%		~~~		
14	TYPE OF REPOR PN	TING PER	SON		

13D

(Page 4 of 12)

CUSIP No.

011576290

1	NAME OF REPOR	TING PE	RSONS				
	Warburg Pincus Netherlands International Partners I, C.V.						
	C						
		NTIFICAT	TION NOS. OF ABOVE PERSONS				
•	13-4133839			() "			
2	GROUP	KOPKIAI	TE BOX IF A MEMBER OF A	(a) " (b) ý			
3	SEC USE ONLY			(b) y			
4	SOURCE OF FUN	DS					
	WC						
5			RE OF LEGAL PROCEEDINGS IS	REQUIRED			
(PURSUANT TO IT						
6	The Netherlands	PLACE	OF ORGANIZATION				
NUMI	BER OF	7	SOLE VOTING POWER				
SHAR	-		10,958				
	FICIALLY	8	SHARED VOTING POWER				
	ED BY	0	0				
EACH	-	9	SOLE DISPOSITIVE POWER				
	ORTING ON WITH	10	10,958 SHARED DISPOSITIVE POWE	R			
I LIKO		10	0				
11	AGGREGATE AM	IOUNT BE	ENEFICIALLY OWNED BY EACH	REPORTING PERSON			
	10,958						
12			REGATE AMOUNT IN ROW (11) E	XCLUDES			
13	CERTAIN SHARE		RESENTED BY AMOUNT IN ROW	(11)			
13	Less than 1%	ADD KEI N	ESENTED DI AMOUNT IN NOW				
14	TYPE OF REPORT	ΓING PER	RSON				
	PN						

		CUSIP No. 011576290	13D	(Page 5 of 12)
1	NAME OF REPO	ORTING PER	SONS	
	Warburg Pincus (I	Bermuda) Priva	te Equity Ltd.	
	S.S. OR I.R.S. ID 01-0569187	DENTIFICATI	ON NOS. OF ABOVE PERS	SONS
2	CHECK THE AI	PPROPRIATE	BOX IF A MEMBER OF A	(a) "
	GROUP			(b) ý
3	SEC USE ONLY			
4	SOURCE OF FU	INDS		
	WC			
5	CHECK BOX IF	DISCLOSUR	E OF LEGAL PROCEEDIN	NGS IS REQUIRED
	PURSUANT TO			
6	CITIZENSHIP (OR PLACE OF	ORGANIZATION	
	Bermuda			
NUM	BER OF	7	SOLE VOTING POWER	
SHAR	RES		314,737	
BENE	FICIALLY	8	SHARED VOTING POW	ER
OWN	ED BY		0	
EACE	I	9	SOLE DISPOSITIVE POV	WER
REPO	ORTING		314,737	
PERS	ON WITH	10	SHARED DISPOSITIVE	POWER
			0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

314,737

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

CO

•••

••

		CUSIP No 011576290		13D	(Page 6 of 12)
1	NAME OF REPO	ORTING PER	SONS		
	Warburg Pincus (E	Bermuda) Inter	mational Ltd.		
	S.S. OR I.R.S. ID	ENTIFICAT	ION NOS. OI	F ABOVE F	PERSONS
	01-0569166				
2	CHECK THE AF	PROPRIATI	E BOX IF A N	MEMBER (- ()
	GROUP				(b) ý
3	SEC USE ONLY				
4	SOURCE OF FU	NDS			
	WC				
5				L PROCE	EDINGS IS REQUIRED
	PURSUANT TO				
6	CITIZENSHIP O	R PLACE O	F ORGANIZ	ATION	
	Bermuda	_			
	BER OF	7		TING POW	/ER
SHAR		2	263,052		
	FICIALLY	8		VOTING P	OWER
	ED BY	0	0		
EACH		9		POSITIVE	POWER
	RTING	10	263,052		
PERS	ON WITH	10		DISPOSITI	VE POWER
11	ACCDECATE A	MOUNT DE			DV FACH DEDODTING DEDGON
11		MOUNT BEI	NEFICIALLY	Y OWNED	BY EACH REPORTING PERSON
12	263,052	THE ACCD	есате амо	τινίτ ινι d	OW (II) EXCLUDES
14	CERTAIN SHAR				····
13	PERCENT OF C		FSENTED P		F IN ROW (11)
13	Less than 1%	LASS NEFN	LOLINIED D	I AWOUN	
14	TYPE OF REPO	RTING PERS	SON		
14	CO				

		CUSIP No 011576290		13D	(Page 7 of 12)
1	NAME OF REPO Warburg Pincus &		SONS		
	S.S. OR I.R.S. ID 13-6358475	ENTIFICAT	ION NOS. OF	F ABOVE P	ERSONS
2	CHECK THE AP	PROPRIATI	E BOX IF A N	AEMBER (DF A (a) "
_	GROUP				(b) ý
3	SEC USE ONLY				
4	SOURCE OF FU	NDS			
	WC				
5	CHECK BOX IF	DISCLOSU	RE OF LEGA	L PROCEI	EDINGS IS REQUIRED
	PURSUANT TO	ITEM 2(d) or	• 2(e)		
6	CITIZENSHIP O	R PLACE O	F ORGANIZA	ATION	
	New York				
	BER OF	7	SOLE VO	FING POW	ER
SHAR			10,958		
	FICIALLY	8		VOTING P	OWER
	ED BY		0		
EACH		9	SOLE DIS	POSITIVE	POWER
	ORTING		10,958		
PERS	ON WITH	10		DISPOSITI	VE POWER
11	10,958				BY EACH REPORTING PERSON
12	CHECK BOX IF CERTAIN SHAR		EGATE AMC	DUNT IN R	OW (11) EXCLUDES
13	PERCENT OF C	LASS REPRI	ESENTED BY	Y AMOUN	Γ IN ROW (11)
	Less than 1%				~ /
14	TYPE OF REPO	RTING PERS	SON		
	СО				

		CUSIP No 01157629(13D	(Page 8 of 12)
1	NAME OF REPO Warburg Pincus Pa	. –	RSONS		
	S.S. OR I.R.S. ID 13-4069737	ENTIFICAT	ION NOS. OF	ABOVE F	PERSONS
2	CHECK THE AP	PROPRIAT	E BOX IF A N	AEMBER (DF A (a) "
	GROUP				(b) ý
3	SEC USE ONLY				
4	SOURCE OF FU	NDS			
	WC				
5				L PROCE	EDINGS IS REQUIRED
_	PURSUANT TO	• •	• •		
6	CITIZENSHIP O	R PLACE O	F ORGANIZA	ATION	
	New York	-			
SHAR	BER OF	7	SOLE VO	TING POW	ER
	ES FICIALLY	8	10,958 SHARED V	VOTINC D	OWED
	ED BY	o	O SHAKED	VOTING P	OWER
EACH		9	SOLE DIS	POSITIVE	POWFR
-	DRTING	,	10,958		TOWER
-	ON WITH	10	,	DISPOSITI	VE POWER
1 2110			0		
11	AGGREGATE A 10,958	MOUNT BE		OWNED	BY EACH REPORTING PERSON
12	CHECK BOX IF CERTAIN SHAR		EGATE AMO	OUNT IN R	OW (11) EXCLUDES
13	PERCENT OF C	LASS REPR	ESENTED BY	AMOUN	Γ IN ROW (11)
	Less than 1%				
14	TYPE OF REPO	RTING PER	SON		
	CO				

		CUSIP No 011576290		13D	(Page 9 of 12)
1	NAME OF REPO Warburg Pincus LI	. –	RSONS		
	S.S. OR I.R.S. IDI 13-3536050	ENTIFICAT	ION NOS. OI	F ABOVE F	PERSONS
2	CHECK THE AP	PROPRIATI	E BOX IF A I	MEMBER (DF A (a) "
	GROUP				(b) ý
3	SEC USE ONLY				
4	SOURCE OF FU	NDS			
	WC				
5				L PROCE	EDINGS IS REQUIRED
_	PURSUANT TO I	• •	. ,		
6	CITIZENSHIP O	R PLACE O	F ORGANIZ	ATION	
	New York	-			
	BER OF	7		TING POW	ER
SHAR	ES FICIALLY	8	588,747	VOTING P	OWED
	ED BY	ð	SHAKED ()	VUTING P	OWER
EACH		9	0	POSITIVE	DOWED
	DRTING	•	588,747		IOWER
-	ON WITH	10	,	DISPOSITI	VE POWER
1 210		10	0		
11		MOUNT BEI	NEFICIALLY	Y OWNED	BY EACH REPORTING PERSON
10	588,747				OW (11) EVCLUDES
12	CHECK BOX IF CERTAIN SHAR		EGATÉ AMO	JUNI IN K	OW (11) EXCLUDES
12			FGENITED D		
13	PERCENT OF CI Less than 1%	LASS KEPKI	ESENTED B	I AMUUN	I IIN KUW (II)
14	TYPE OF REPOI	TINC DED	SON		
14	I I PE OF KEPOI	VIING LEKS			

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CUSIP No. 13D
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Reference is made to the Statement on Schedule 13D filed on November 20, 2001, as amended by Amendment No. 1 thereto filed September 20, 2002, Amendment No. 2 thereto filed December 18, 2002, Amendment No. 3 thereto filed May 5, 2006, Amendment No. 4 thereto filed May 2, 2007, Amendment No. 5 thereto filed June 18, 2007, Amendment No. 6 thereto filed April 28, 2008 and Amendment No. 7 thereto filed October 31, 2008 (as so amended, the Schedule 13D), on behalf of Warburg Pincus (Bermuda) Private Equity VIII, L.P., a limited partnership organized under the laws of Bermuda (WP VIII Bermuda), Warburg Pincus (Bermuda) International Partners, L.P., a limited partnership organized under the laws of Bermuda (WPIP Bermuda), Warburg Pincus Netherlands International Partners I, C.V., a limited partnership organized under the laws of The Netherlands (WPIP Netherlands I and together with WP VIII Bermuda, WPIP Bermuda, (the Investors), Warburg Pincus (Bermuda) Private Equity Ltd., a company organized under the laws of Bermuda (WP VIII Bermuda Ltd.), Warburg Pincus (Bermuda) International Ltd., a company organized under the laws of Bermuda (WPIP Bermuda Ltd.), Warburg Pincus & Co., a New York general partnership (WP), Warburg Pincus LLC, a New York limited liability company (WP LLC), and Warburg Pincus Partners, LLC, a New York limited liability company (WPP LLC). Charles R. Kaye and Joseph P. Landy are each a Managing General Partner of WP and a Managing Member and a Co-President of WP LLC and may be deemed to control the Investors, WP VIII Bermuda Ltd., WPIP Bermuda Ltd., WP, WP LLC and WPP LLC. The Investors, together with WP VIII Bermuda Ltd., WPIP Bermuda Ltd., WP, WP LLC and WPP LLC, are referred to herein as the Warburg Pincus Reporting Persons. All capitalized terms used without definition in this Amendment No. 8 to

Schedule 13D shall have the meanings set forth in the Schedule 13D.

This Amendment No. 8 to Schedule 13D amends the Schedule 13D as follows.

ITEM 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following:

On November 19, 2009, the Warburg Pincus Reporting Persons distributed an aggregate of 3,400,403 Common Shares of the Company to their limited and general partners.

As of November 19, 2009, the Investors collectively beneficially owned an aggregate of 588,747 Common Shares, which represents less than 1% of the outstanding Common Shares based on 59,227,128 Common Shares outstanding as of October 31, 2009, as reported in the Company s Quarterly Report on Form 10-Q for the period ending September 30, 2009. By reason of its relationship with the Investors under Rule 13d-3 of the Exchange Act, the Warburg Pincus Reporting Persons may be deemed to beneficially own all of the Common Shares that are beneficially owned by the Investors.

Each Investor exercises voting power and dispositive power over its holdings of such shares through its respective general partner, which, in turn, acts through its respective general partner.

As of November 19, 2009, the Warburg Pincus Reporting Persons ceased to be the beneficial owners of more than 5% of the Common Shares.

CUSIP No.13D(Page 11 of 12)01157629013D

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated November 20, 2009

WARBURG PINCUS (BERMUDA) PRIVATE EQUITY VIII, L.P.

By: Warburg Pincus (Bermuda) Private Equity Ltd., its General Partner

By: /s/ Scott A. Arenare

Name: Scott A. Arenare Title: Authorized Signatory

WARBURG PINCUS (BERMUDA) INTERNATIONAL PARTNERS, L.P.

- By: Warburg Pincus (Bermuda) International Ltd., its General Partner
- By: /s/ Scott A. Arenare
- Name: Scott A. Arenare Title: Authorized Signatory

WARBURG PINCUS NETHERLANDS INTERNATIONAL PARTNERS I, C.V.

- By: Warburg Pincus Partners, LLC, its General Partner
- By: Warburg Pincus & Co., its Managing Member
- By: /s/ Scott A. Arenare

Name: Scott A. Arenare Title: Partner 13D

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CUSIP No.

011576290

WARBURG PINCUS (BERMUDA) PRIVATE EQUITY LTD.	
By: /s/ Scott A. Arenare	
Name: Scott A. Arenare Title: Authorized Signatory	
WARBURG PINCUS (BERMUDA) INTERNATIONAL LTD.	
By: /s/ Scott A. Arenare	
Name: Scott A. Arenare Title: Authorized Signatory	
WARBURG PINCUS & CO.	
By: /s/ Scott A. Arenare	
Name: Scott A. Arenare Title: Partner	
WARBURG PINCUS PARTNERS, LLC	
By: Warburg Pincus & Co., Its Managing Member	
By: /s/ Scott A. Arenare	
Name: Scott A. Arenare Title: Partner	
WARBURG PINCUS LLC	
By: /s/ Scott A. Arenare	-
Name: Scott A. Arenare Title: Managing Director	