

ARCH CAPITAL GROUP LTD.
Form 4
August 18, 2016

FORM 4

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

OMB APPROVAL

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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 *
Lyons Mark Donald

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)
08/17/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP,CFO & Treasurer

C/O ARCH CAPITAL GROUP LTD., 100 PITTS BAY ROAD, GROUND FLOOR

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Shares, \$.0033 par value per share | 08/17/2016 | | M | 3,000 | A \$ 23.1 | 201,830 ⁽¹⁾ | D |
| Common Shares, \$.0033 par value per share | 08/17/2016 | | M | 5,000 | A \$ 19.293 | 206,830 ⁽¹⁾ | D |

| | | | | | | | |
|---|------------|------------------|-------|---|-----------------------------|------------------------|---|
| Common Shares, \$0.0033 par value per share | 08/17/2016 | M | 5,000 | A | \$ 25.01 | 211,830 ⁽¹⁾ | D |
| Common Shares, \$0.0033 par value per share | 08/17/2016 | F ⁽⁶⁾ | 8,188 | D | <u>(6)</u> | 203,642 ⁽¹⁾ | D |
| Common Shares, \$0.0033 par value per share | 08/17/2016 | S ⁽⁷⁾ | 8,500 | D | \$ 80.163 ⁽⁵⁾ | 195,142 ⁽¹⁾ | D |

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.

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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 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 | \$ 23.1 | 08/17/2016 | | M | 3,000 | ⁽⁴⁾ 05/09/2018 | Common Shares, \$0.0033 par value per share 3,000 |
| Share Appreciation Right | \$ 19.293 | 08/17/2016 | | M | 5,000 | ⁽²⁾ 05/06/2019 | Common Shares, \$0.0033 par value per share 5,000 |
| | \$ 25.01 | 08/17/2016 | | M | 5,000 | ⁽³⁾ 05/05/2020 | 5,000 |

Share
Appreciation
Right

Common
Shares,
\$.0033
par value
per share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lyons Mark Donald C/O ARCH CAPITAL GROUP LTD. 100 PITTS BAY ROAD, GROUND FLOOR PEMBROKE, D0 HM 08 | | | EVP,CFO & Treasurer | |

Signatures

/s/ Mark D. 08/18/2016
Lyons

__Signature of Date
Reporting Person

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) 86,722 of such amount will settle in Issuer's common shares upon the termination of the Reporting Person's employment, as specifically provided in the award agreements.
- (2) The share appreciation right became exercisable in three equal annual installments commencing May 6, 2010, subject to the applicable award agreement.
- (3) The share appreciation right became exercisable in three equal annual installments commencing May 5, 2011, subject to the applicable award agreement.
- (4) The share appreciation right became exercisable in three equal annual installments commencing May 9, 2009, subject to the applicable award agreement.
- (5) Represents a weighted average sales price; the sales prices range from \$80.1360 to \$80.26. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission or to the security holder of the issuer.
- (6) In connection with the partial exercise of the three share appreciation rights awards as described in Table II, 4,545 common shares were withheld for taxes at a tax price of \$79.84 per share. In addition, 3,643 common shares were disposed in satisfaction of the exercise price (see Table II). The reporting person received a net issuance of 4,812 common shares.
- (7) A portion of the proceeds will be used to satisfy state and federal tax obligations.

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.