

IORDANOU CONSTANTINE

Form 4

March 18, 2019

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 *
IORDANOU CONSTANTINE

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)
03/14/2019

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

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

(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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Shares, \$.0011 par value per share | 02/15/2019 | | G | V 4,725 D \$ 0 | 595,645 | D | |
| Common Shares, \$.0011 par value per share | 02/22/2019 | | G | V 3,000 D \$ 0 | 592,645 | D | |

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| | | | | | | | | |
|--|------------|------------------|---------|---|----------|---------|---|--------------|
| Common Shares, \$.0011 par value per share | 03/13/2019 | G V | 3,090 | D | \$ 0 | 589,555 | D | |
| Common Shares, \$.0011 par value per share | 03/14/2019 | M | 122,130 | A | \$ 6.431 | 711,685 | D | |
| Common Shares, \$.0011 par value per share | 03/14/2019 | F ⁽³⁾ | 24,130 | D | \$ 32.55 | 687,555 | D | |
| Common Shares, \$.0011 par value per share | | | | | | 478,334 | I | By 2015 GRAT |
| Depository Shares ⁽¹⁾ | | | | | | 7,000 | D | |
| Depository Shares ⁽¹⁾ | | | | | | 3,000 | I | By spouse |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Share Appreciation Right | \$ 6.431 | 03/14/2019 | | M | 122,130 | <u>(2)</u> | 05/06/2019 | Common Shares, \$.0011 par value | 12 |

| Stock Option (right to buy) | Exercise Price | Grant Date | Exercise Date | Expiration Date | Number of Shares | Par Value | Per Share |
|--------------------------------|----------------|------------|---------------|-----------------|------------------|-----------|-----------|
| | \$ 32.87 | 03/15/2019 | | | 63,956 | \$0.0011 | 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 | |

Signatures

/s/ Louis T. Petrillo, Attorney
in fact 03/18/2019
**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) Each Depositary Share Represents 1/1,000th interest in a Series F Non-Cumulative Preferred Share.
- (2) The share appreciation right became exercisable in three equal annual installments, with the first installment becoming exercisable on May 6, 2010, and the next two May 6, 2011 and May 6, 2012 subject to the applicable award agreement.
- (3) In connection with the exercise of the share appreciation right award as described in Table II, 24,130 common shares were disposed of in satisfaction of the exercise price; 98,000 net shares were issued.

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.