

VALIDUS HOLDINGS LTD
Form F-N
August 07, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM F-N**

**APPOINTMENT OF AGENT FOR SERVICE OF PROCESS BY FOREIGN BANKS AND FOREIGN
INSURANCE COMPANIES AND CERTAIN OF THEIR HOLDING COMPANIES AND FINANCE
SUBSIDIARIES MAKING PUBLIC OFFERINGS OF SECURITIES IN THE UNITED STATES
OMB APPROVAL**

**OMB Number: 3235-0411
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GENERAL INSTRUCTIONS

I. Form F-N shall be filed with the Commission in connection with the filing of a registration statement under the Securities Act of 1933 by:

1. a foreign issuer that is a foreign bank or foreign insurance company excepted from the definition of an investment company by rule 3a-6 [17 CFR 270.3a-6] under the Investment Company Act of 1940 (the 1940 Act);
2. a foreign issuer that is a finance subsidiary of a foreign bank or foreign insurance company, as those terms are defined in rule 3a-6 under the 1940 Act, if such finance subsidiary is excepted from the definition of investment company by rule 3a-5 [17 CFR 270.3a-5] under the 1940 Act; or
3. a foreign issuer that is excepted from the definition of investment company by rule 3a-1 [17 CFR 270.3a-1] under the 1940 Act because some or all of its majority-owned subsidiaries are foreign banks or foreign insurance companies excepted from the definition of investment company by rule 3a-6 under the 1940 Act.

II. Notwithstanding paragraph (I), the following foreign issuers are not required to file Form F-N:

1. a foreign issuer that has filed Form F-X [17 CFR 239.42] under the Securities Act of 1933 with the Commission with respect to the securities being offered; and
2. a foreign issuer filing a registration statement relating to debt securities or non-voting preferred stock that has on file with the Commission a currently accurate Form N-6C9 [17 CFR 274.304, rescinded] under the 1940 Act.

III. Six copies of the Form F-N, one of which shall be manually signed, shall be filed with the Commission at its principal office. A Form F-N filed in connection with any other Commission form should not be bound together with or be included only as an exhibit to, such other form.

A. Name of Validus Holdings, Ltd.
issuer or
person
filing
(Filer):

B. This is
(select
one):
 an
original
filing for
the Filer
 an
amended
filing for
the Filer

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrant Validus Holdings, Ltd.

Form Type S-3

File
Number
(if
known)

Filed Validus Holdings, Ltd.
by

Date Filed (if Filed concurrently with S-3
filed
concurrently,
so indicate)

D. The Filer is incorporated or organized under the laws of (Name of the jurisdiction under whose laws the filer is organized or incorporated)
Bermuda

and has its principal place of business at (Address in full and telephone number)
19 Par-La-Ville Road, Hamilton, Bermuda HM11 (441) 278-9000

OMB control number.

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Instructions

1. The power of attorney, consent, stipulation and agreement shall be signed by the Filer and its authorized Agent in the United States.
2. The name of each person who signs Form F-N shall be typed or printed beneath his signature. Where any name is signed pursuant to a board resolution, a certified copy of the resolution shall be filed with each copy of the Form. If any name is signed pursuant to a power of attorney, a manually signed copy of each power of attorney shall be filed with each copy of the Form.