

ARCH CAPITAL GROUP LTD.

Form 5

February 09, 2017

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
IORDANOU CONSTANTINE

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading
Symbol
ARCH CAPITAL GROUP LTD.
[ACGL]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20165. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO4. If Amendment, Date Original
Filed (Month/Day/Year)6. Individual or Joint/Group Reporting
(check applicable line)

PEMBROKE, D0 HM 08

(City) (State) (Zip)

☒ 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	Â	Â	Â	Â Â Â	191,522	D	Â
Common Shares, \$.0033 par value per share	Â	Â	Â	Â Â Â	201,676	I	By 2015 GRAT

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Common Shares, \$.0033 par value per share	Â	Â	Â	Â	Â	158,514	I	By 2010 GRAT
Common Shares, \$.0033 par value per share	Â	Â	Â	Â	Â	83,333	I	By Limited Liability Company
Common Shares, \$.0033 par value per share	Â	Â	Â	Â	Â	116,613	I	By Limited Liability Company
Common Shares, \$.0033 par value per share	Â	Â	Â	Â	Â	11,616	I	By child
Series C Non-Cumulative Preferred Shares (non-convertible)	Â	Â	Â	Â	Â	6,000	D	Â
Series C Non-Cumulative Preferred Shares (non-convertible)	Â	Â	Â	Â	Â	1,800	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.				SEC 2270 (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 Underlying (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Share Appreciation Right	\$ 23.707	12/31/2016	Â	G	Â 8,698 (2)	Â (1) 05/11/2017	Common Shares, \$.0033 par value per share
Share Appreciation Right	\$ 23.707	12/31/2016	Â	G	8,698 (2) Â	Â (1) 05/11/2017	Common Shares, \$.0033 par value

Share Appreciation Right	\$ 19.293	12/31/2016	Â	G	Â	27,084 (3)	Â (4)	05/06/2019	per share Common Shares, \$.0033 par value per share
Share appreciation right	\$ 19.293	12/31/2015	Â	G		27,084 (3)	Â (4)	05/06/2019	Common Shares, \$.0033 par value per share
Share appreciation right	\$ 33.913	12/31/2016	Â	G	Â	84,748 (5)	Â (6)	05/06/2021	Common Shares, \$.0033 par value per share
Share Appreciation Right	\$ 33.913	12/31/2016	Â	G		84,748 (5)	Â (6)	05/06/2021	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,Â D0Â HM 08	Â X	Â	Â Chairman & CEO	Â

Signatures

/s/ Louis Petrillo, Attorney
in fact 02/03/2017

__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 share appreciation right (SARs) became exercisable in three equal annual installments with the first installment being exercisable on May 11, 2008 and the second and third installments being exercisable on May 11, 2009 and May 11, 2010.

- (2) On December 31, 2016, 8,698 SARs were distributed from the 2010 GRAT. Such SARs were previously reported as indirectly beneficially held by the 2010 GRAT. Following this distribution, the 2010 GRAT indirectly owns 94,060 SARs and the reporting person directly owns 40,940 SARs.

- (3) On December 31, 2016, 27,084 SARs were distributed from the 2014 GRAT. Such SARs were previously reported as indirectly beneficially held by the 2014 GRAT. Following such distribution, the 2014 GRAT no longer owns this SAR and the reporting person directly owns 93,300 SARs.

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- (4) The SARs became exercisable in three equal annual installments with the first installment being exercisable on May 6, 2010 and the second and third installments being exercisable on May 6, 2011 and May 6, 2012.
- On December 31, 2016, 84,748 SARs were distributed from the 2014 GRAT. Such SARs were previously reported as indirectly
- (5) beneficially held by the 2014 GRAT. Following such distribution, the 2014 GRAT indirectly owns 15,317 SARs and the reporting person owns 84,748 SARs directly.
- (6) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 6, 2012 and the second and third installments being exercisable on May 6, 2013 and May 6, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.