

VALIDUS HOLDINGS LTD

Form FWP

June 06, 2016

Filed Pursuant to Rule 433

Registration Statement No. 333-197723

Relating to the Preliminary Prospectus Supplement

Dated June 6, 2016

(To Prospectus dated April 2, 2015)

June 6, 2016

Validus Holdings, Ltd.

Pricing Term Sheet

Issuer: Validus Holdings, Ltd.

Securities: Depository Shares, each representing a 1/1,000th interest in a share of the Issuer's 5.875% Non-Cumulative Preference Shares, Series A ("Preference Shares")

Format: SEC-Registered

Size: \$150,000,000; 6,000,000 Depository Shares

Overallotment Option: None

Liquidation Preference: \$25,000 per Preference Share (equivalent to \$25 per Depository Share)

Ratings of Preference Shares\*: Moody's: Ba1 (positive outlook) / S&P: BBB- / Fitch: BBB

Trade Date: June 6, 2016

Settlement Date: June 13, 2016 (T + 5)

Maturity: Perpetual

Dividend Rate and

When, as and if declared by the Issuer's board of directors or a duly authorized committee thereof, the Issuer will pay dividends on a non-cumulative basis, quarterly in arrears, on March 15, June 15, September 15 and December 15 of each year, commencing on September 15, 2016, at an annual rate of 5.875% from and including the Settlement Date.

Day Count Convention: 30/360

Underwriting Discounts

and \$0.7875 per Depository Share for retail orders (5,700,000 shares total) and \$0.5000 per Depository

Commissions: Share for institutional orders (300,000 shares total)

Price to Public: \$25 per Depository Share

Net Proceeds to Issuer: \$145,361,250 (before expenses)

Payment Business Days: New York

Payment Convention: Following; unadjusted

Optional Redemption: The Preference Shares represented by the Depositary Shares are not redeemable prior to June 15, 2021, except in specified circumstances relating to certain tax or corporate events or within 90 days following the occurrence of a “capital redemption trigger date” (as defined in the preliminary prospectus supplement). On and after June 15, 2021, the Preference Shares represented by the Depositary Shares will be redeemable at the Issuer’s option, in whole or in part, from time to time, at a redemption price equal to \$25,000 per Preference Share (equivalent to \$25 per Depositary Share), plus any declared and unpaid dividends.

Listing: Application will be made to list the Depositary Shares on the New York Stock Exchange under the symbol “VRPRA.”

Depositary Shares 91915W 201; US91915W2017

CUSIP; ISIN

Joint Book-Running Managers: Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

UBS Securities LLC

Co-Managers: Barclays Capital Inc.

Citigroup Global Markets Inc.

Goldman, Sachs & Co.

HSBC Securities (USA) Inc.

J.P. Morgan Securities LLC

Keefe, Bruyette & Woods, Inc.

Lloyds Securities Inc.

\*A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The Issuer has filed a registration statement (including a prospectus) and a preliminary prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the prospectus and the preliminary prospectus supplement may be obtained from Merrill Lynch, Pierce, Fenner & Smith Incorporated by calling toll-free at 1-800-294-1322, Morgan Stanley & Co. LLC by calling toll-free at 1-866-718-1649 or UBS Securities LLC by calling toll-free at 1-888-827-7275.