

VALIDUS HOLDINGS LTD
Form 4
November 20, 2008

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 *
NMI II (Cayman) GP, Ltd.

2. Issuer Name and Ticker or Trading Symbol
VALIDUS HOLDINGS LTD [VR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2008

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

C/O VALIDUS RE, 48
PAR-LA-VILLE ROAD, SUITE
1790

(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

HAMILTON, D0 HM11

(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 | 11/18/2008 | | P | 42,421 A (1) \$ 18.2958 (10) | 6,903,591 | I | See Notes (13) (14) |
| Common Shares | 11/18/2008 | | P | 3,283 A (2) \$ 18.2958 (10) | 6,903,591 | I | See Notes (13) (14) |
| Common Shares | 11/18/2008 | | P | 746 A (3) \$ 18.2958 (10) | 6,903,591 | I | See Notes (13) (14) |
| Common | 11/18/2008 | | P | 52,649 A \$ | 6,961,241 | I | See Notes |

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| | | | | | | | | | |
|---------------|------------|---|--------|-------|------------|-----------|---|----------------|------|
| Shares | | | | (4) | 19.0915 | | | (13) | (14) |
| | | | | | (11) | | | | |
| Common Shares | 11/18/2008 | P | 4,075 | A (5) | \$ 19.0915 | 6,961,241 | I | See Notes (13) | (14) |
| Common Shares | 11/18/2008 | P | 926 | A (6) | \$ 19.0915 | 6,961,241 | I | See Notes (13) | (14) |
| Common Shares | 11/19/2008 | P | 22,831 | A (7) | \$ 18.159 | 6,986,241 | I | See Notes (13) | (14) |
| Common Shares | 11/19/2008 | P | 1,767 | A (8) | \$ 18.159 | 6,986,241 | I | See Notes (13) | (14) |
| Common Shares | 11/19/2008 | P | 402 | A (9) | \$ 18.159 | 6,986,241 | I | See Notes (13) | (14) |

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 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NMI II (Cayman) GP, Ltd. C/O VALIDUS RE 48 PAR-LA-VILLE ROAD, SUITE 1790 | | | X | |

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 securities purchased are directly owned by New Mountain Partners II (Cayman), L.P. Following the reported transaction, New Mountain Partners II (Cayman), L.P. directly owns 6,304,789 shares of common stock of the issuer.
- (2) The securities purchased are directly owned by Allegheny New Mountain Partners (Cayman), L.P. Following the reported transaction, Allegheny New Mountain Partners (Cayman), L.P. directly owns 487,925 shares of common stock of the issuer.
- (3) The securities purchased are directly owned by New Mountain Affiliated Investors II (Cayman), L.P. Following the reported transaction, New Mountain Affiliated Investors II (Cayman), L.P. directly owns 110,877 shares of common stock of the issuer.
- (4) The securities purchased are directly owned by New Mountain Partners II (Cayman), L.P. Following the reported transaction, New Mountain Partners II (Cayman), L.P. directly owns 6,357,438 shares of common stock of the issuer.
- (5) The securities purchased are directly owned by Allegheny New Mountain Partners (Cayman), L.P. Following the reported transaction, Allegheny New Mountain Partners (Cayman), L.P. directly owns 492,000 shares of common stock of the issuer.
- (6) The securities purchased are directly owned by New Mountain Affiliated Investors II (Cayman), L.P. Following the reported transaction, New Mountain Affiliated Investors II (Cayman), L.P. directly owns 111,803 shares of common stock of the issuer.
- (7) The securities purchased are directly owned by New Mountain Partners II (Cayman), L.P. Following the reported transaction, New Mountain Partners II (Cayman), L.P. directly owns 6,380,269 shares of common stock of the issuer.
- (8) The securities purchased are directly owned by Allegheny New Mountain Partners (Cayman), L.P. Following the reported transaction, Allegheny New Mountain Partners (Cayman), L.P. directly owns 493,767 shares of common stock of the issuer.
- (9) The securities purchased are directly owned by New Mountain Affiliated Investors II (Cayman), L.P. Following the reported transaction, New Mountain Affiliated Investors II (Cayman), L.P. directly owns 112,205 shares of common stock of the issuer.
- (10) The price reported is a weighted average price. The prices actually paid ranged from \$17.92 to \$18.90. The reporting person will provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares purchased at each price within the range.
- (11) The price reported is a weighted average price. The prices actually paid ranged from \$18.93 to \$19.21. The reporting person will provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares purchased at each price within the range.
- (12) The price reported is a weighted average price. The prices actually paid ranged from \$17.85 to \$18.76. The reporting person will provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares purchased at each price within the range.
- (13) NMI II (Cayman) GP, Ltd. is the general partner of New Mountain Investments II (Cayman), L.P., which is the general partner of each of New Mountain Partners II (Cayman), L.P., Allegheny New Mountain Partners (Cayman), L.P. and New Mountain Affiliated Investors II (Cayman), L.P. (collectively, the "New Mountain Funds"). Steven B. Klinsky is the sole director of NMI II (Cayman) GP, Ltd. and the chief executive officer of New Mountain Capital, L.L.C. New Mountain Capital, L.L.C. is the manager of each of the New Mountain Funds.
- (14) Each of the reporting persons disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

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.