

ARCH CAPITAL GROUP LTD.

Form 4

May 17, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lyons Mark Donald

(Last) (First) (Middle)

C/O ARCH CAPITAL GROUP
LTD., 100 PITTS BAY ROAD,
GROUND FLOOR

(Street)

2. Issuer Name and Ticker or Trading
Symbol
ARCH CAPITAL GROUP LTD.
[ACGL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title _____ Other (specify
below) below)
EVP,CFO & Treasurer

PEMBROKE, D0 HM 08

(City) (State) (Zip)

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

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)
Common Shares, \$.0033 par value per share	05/13/2016		A	8,080	A <u>(2)</u>	202,676 <u>(1)</u>	D
Common Shares, \$.0033 par value per share	05/13/2016		M	7,950	A \$ 23.707	210,626 <u>(1)</u>	D

Edgar Filing: ARCH CAPITAL GROUP LTD. - Form 4

Common
Shares,
\$.0033 par 05/13/2016 M 5,000 A \$ 25.01 215,626 ⁽¹⁾ D
value per
share

Common
Shares,
\$.0033 par 05/13/2016 M 5,000 A \$ 23.1 220,626 ⁽¹⁾ D
value per
share

Common
Shares,
\$.0033 par 05/13/2016 F 11,796 D \$ 71.7 208,830 D
value per
share

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 71.7	05/13/2016		A	8,080	⁽³⁾ 05/13/2026	Common Shares, \$.0033 par value per share	8,080
Share Appreciation Right	\$ 23.707	05/13/2016		M	7,950	⁽⁴⁾ 05/11/2017	Common Shares, \$.0033 par value per share	7,950
Share Appreciation	\$ 25.01	05/13/2016		M	5,000	⁽⁵⁾ 05/05/2020	Common Shares,	5,000

Right

\$.0033
par value
per share

Share

Common
Shares,

Appreciation \$ 23.1 05/13/2016

M

5,000

(6)

05/09/2018

\$.0033 5,0
par value
per share

Right

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lyons Mark Donald
C/O ARCH CAPITAL GROUP LTD.
100 PITTS BAY ROAD, GROUND FLOOR
PEMBROKE, D0 HM 08

EVP,CFO & Treasurer

Signatures

/s/ Mark D.
Lyons

05/16/2016

__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) 86,722 of such amount will settle in Issuer's common shares upon the termination of the Reporting Person's employment, as specifically provided in the award agreements.
- (2) Represents restricted shares that vest in three equal annual installments on May 13th in each of 2017, 2018 and 2019, subject to the applicable award agreement.
- (3) The stock option will become exercisable in three equal annual installments, with the first installment becoming exercisable on May 13, 2017 and the next two installments on May 13, 2018 and May 13, 2019, subject to the applicable award agreement.
- (4) The share appreciation right became exercisable in three equal annual installments commencing May 11, 2008, subject to the applicable award agreement.
- (5) The share appreciation right became exercisable in three equal annual installments commencing May 5, 2011, subject to the applicable award agreement.
- (6) The share appreciation right became exercisable in three equal annual installments commencing May 9, 2009, subject to the applicable award agreement.

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.