

IORDANOU CONSTANTINE
Form 5
January 16, 2018

FORM 5

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).
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

1. Name and Address of Reporting Person *
IORDANOU CONSTANTINE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PEMBROKE, D0 HM 08

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Shares, \$.0033 par value per share | ^ | ^ | ^ | ^ | ^ | D | ^ |
| Common Shares, | ^ | ^ | ^ | ^ | ^ | I | By 2015 GRAT |

\$.0033 par value per share

Common Shares, \$.0033 par value per share

^ ^ ^ ^ ^ ^ 3,297 I

By Limited Liability Company

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 | \$ 33.913 | 12/31/2017 | ^ | G | ^ | 15,317 ⁽¹⁾ | ^ ⁽²⁾ | 05/06/2021 | Common Shares, \$.0033 par value per share |
| Share Appreciation Right | \$ 33.913 | 12/31/2017 | ^ | G | 15,317 ⁽¹⁾ | ^ | ^ ⁽²⁾ | 05/06/2021 | Common Shares, \$.0033 par value per share |
| Share Appreciation Right | \$ 37.05 | 12/31/2017 | ^ | G | ^ | 97,248 ⁽³⁾ | 02/29/2012 | 02/28/2022 | Common Shares, \$.0033 par value per share |
| Share Appreciation Right | \$ 37.05 | 12/31/2017 | ^ | G | 97,248 ⁽³⁾ | ^ | 02/29/2012 | 02/28/2022 | 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, HM 08 | X | | | Chairman & CEO |

Signatures

/s/ Constantine
Iordanou

01/15/2018

**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) On December 31, 2017, 15,317 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 indirectly owns 0 and the reporting person owns 100,065 SARs directly.
 - (2) 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.
 - (3) On December 31, 2017, 97,248 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 indirectly owns 64,388 and the reporting person owns 97,248 SARs directly.

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.