

ARCH CAPITAL GROUP LTD.  
Form 4  
February 17, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**GRANDISSON MARC**

(Last) (First) (Middle)

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

(Street)

**PEMBROKE, D0 HM 08**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/16/2017**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & COO**

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Shares, \$0.033 par value per share | 02/16/2017                           |  | M                              |   | 31,350  | A  | \$ 23.7067  |
| Common Shares, \$0.033 par value per share | 02/16/2017                           |  | F(1)                           |   | 7,904 (1)   | D  | \$ 94.04  |
|  |                                      |  |                                |   |   |  | 616,912   |
|  |                                      |  |                                |   |   |  | 609,008   |

Common Shares, \$.0033 par value per share 660 I By spouse

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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Share Appreciation Right                   | \$ 23.7067   | 02/16/2017                           |  | M                              | 31,350  | (2) 05/11/2017   | Common Shares, \$.0033 par value per share 31,350             |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRANDISSON MARC  
C/O ARCH CAPITAL GROUP LTD.  
WATERLOO HOUSE, 100 PITTS BAY ROAD  
PEMBROKE, D0 HM 08

President & COO

## Signatures

/s/ Marc

Grandisson

02/17/2017

\*\*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) In connection with the exercise of a share appreciation rights award as described in Table II, 7,904 shares were disposed of in satisfaction of the exercise price. The reporting person received a net issuance of 23,446 common shares.
- (2) The share appreciation right became exercisable in three equal annual installments, with the first installment becoming exercisable on May 11, 2008, 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.

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