

ARCH CAPITAL GROUP LTD.

Form 4

March 06, 2017

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 \*  
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)  
03/02/2017

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify 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)  
\_X\_ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$.0033 par value per share	03/02/2017		M	1,800	A \$ 19.293 191,967 <sup>(1)</sup>	D	
Common Shares, \$.0033 par value per share	03/02/2017		M	4,900	A \$ 33.913 196,867 <sup>(1)</sup>	D	

Edgar Filing: ARCH CAPITAL GROUP LTD. - Form 4

Common Shares, \$.0033 par value per share	03/02/2017	M	5,000	A	\$ 38.58	201,867 <sup>(1)</sup>	D
Common Shares, \$.0033 par value per share	03/02/2017	M	5,000	A	\$ 40.1	206,867 <sup>(1)</sup>	D
Common Shares, \$.0033 par value per share	03/02/2017	M	12,000	A	\$ 53.53	218,867 <sup>(1)</sup>	D
Common Shares, \$.0033 par value per share	03/02/2017	F <sup>(4)</sup>	13,076	D	\$ 94.6	205,791 <sup>(1)</sup>	D
Common Shares, \$.0033 par value per share	03/02/2017	S <sup>(5)</sup>	5,635	D	\$ 95.0822 <sup>(3)</sup>	200,156 <sup>(1)</sup>	D

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Appreciation	\$ 19.293	03/02/2017		M			1,800	<u>(8)</u>	05/06/2019	Common Shares,	1,800

Right

\$.0033  
par value  
per share

Share

Appreciation  
Right

\$ 33.913

03/02/2017

M

4,900

(2)

05/06/2021

Common  
Shares,  
\$.0033  
par value  
per share

4,900

Share

Appreciation  
Right

\$ 38.58

03/02/2017

M

5,000

(9)

05/09/2022

Common  
Shares,  
\$.0033  
par value  
per share

5,000

Share

Appreciation  
Right

\$ 40.1

03/02/2017

M

5,000

(7)

09/06/2022

Common  
Shares,  
\$.0033  
par value  
per share

5,000

Share

Appreciation  
Right

\$ 53.53

03/02/2017

M

12,000

(6)

05/09/2023

Common  
Shares,  
\$.0033  
par value  
per share

12,000

## 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/ Marcy Rathman, Attorney  
in fact

03/06/2017

\_\_\_\_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) 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) The share appreciation right became exercisable in three equal annual installments commencing May 6, 2012, subject to the applicable award agreement.

(3)

## Edgar Filing: ARCH CAPITAL GROUP LTD. - Form 4

Represents a weighted average sales price; the sales prices range from \$95.0621 to \$95.17. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission or to the security holder of the issuer.

- (4) In connection with the exercise of the five share appreciation rights awards as described in Table II, 13,076 common shares were disposed in satisfaction of the exercise prices (see Table II). The reporting person received a net issuance of 15,624 common shares.
- (5) A portion of the proceeds will be used to satisfy state and federal tax obligations.
- (6) The share appreciation right became exercisable in three equal annual installments commencing May 9, 2014, subject to the applicable award agreement.
- (7) The share appreciation right became exercisable in three equal annual installments commencing September 6, 2013, subject to the applicable award agreement.
- (8) The share appreciation right became exercisable in three equal annual installments commencing May 6, 2010, subject to the applicable award agreement.
- (9) The share appreciation right became exercisable in three equal annual installments commencing May 9, 2013, 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.