

Flagstone Reinsurance Holdings, S.A.  
Form 15-12B  
December 17, 2012

OMB APPROVAL  
OMB Number: 3235-0167  
Expires: December 31, 2014  
Estimated average burden  
hours  
per response 1.50

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER  
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION  
OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 001-33364

**VALIDUS UPS, LTD.**

(Exact name of registrant as specified in its charter)

**29 Richmond Road  
Pembroke  
Bermuda HM 08  
(441) 278-9000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Shares, \$0.01 par value**

(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)    x  
Rule 12g-4(a)(2)    o  
Rule 12h-3(b)(1)(i)    x  
Rule 12h-3(b)(1)(ii)    o  
Rule 15d-6            o

Approximate number of holders of record as of the certification or notice date:

**One**

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Pursuant to the requirements of the Securities Exchange Act of 1934, Validus UPS, Ltd. (as successor-in-interest by merger to Flagstone Reinsurance Holdings, S.A.) has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

VALIDUS UPS, LTD.

Date: December 17, 2012

By: /s/ C. Jerome Dill

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Name: C. Jerome Dill  
Title: Executive Vice President

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