

IORDANOU CONSTANTINE  
 Form 4  
 December 19, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 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. Date of Earliest Transaction (Month/Day/Year)  
 12/14/2017

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 Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PEMBROKE, D0 HM 08

(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 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  | (D)  | Price   |
| Common Shares, \$.0033 par value per share | 12/14/2017                           |  | M <sup>(2)</sup>               |   | 39,753  | A  | 147,078   |
| Common Shares, \$.0033 par value per share |                                      |  |                                |   |   | I  | 201,676   |
| Common Shares, \$.0033 par value per share |                                      |  |                                |   |   | I  | 3,297   |
|  |                                      |  |                                |   |   |  | By 2015 GRAT  |
|  |                                      |  |                                |   |   |  | By Limited Liability Company                          |

|   |       |   |           |
|---|-------|---|-----------|
| Series C<br>Non-Cumulative<br>Preferred Shares<br>(non-convertible) | 1,704 | D |           |
| Series C<br>Non-Cumulative<br>Preferred Shares<br>(non-convertible) | 520   | I | By spouse |

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 of Underlying Securities (Instr. 3 and 4) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Restricted Share Units                     | (1)  | 12/14/2017                           |  | M                              | 39,753  | (2)  | (2)   | Common Shares, \$0.0033 par value per share                   | 39,753                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| IORDANOU CONSTANTINE<br>C/O ARCH CAPITAL GROUP LTD.<br>WATERLOO HOUSE, 100 PITTS BAY ROAD<br>PEMBROKE, D0 HM 08 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Constantine Iordanou 12/19/2017

\_\_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) The restricted share units converted into common shares on a one-for-one basis.

- Subject to the applicable award agreement, as amended, the restricted share units vested in four equal annual installments on February 20 in each of 2003, 2004, 2005 and 2006. The award agreement, as amended, provides that the restricted share units will be settled in
- (2) common shares after the termination of Mr. Iordanou's employment or, if earlier, no later than December 31, 2017 as required by Section 457A of the Internal Revenue Code.

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.