

ARCH CAPITAL GROUP LTD.
Form 4
February 17, 2017

FORM 4 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).

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

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)
02/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP,CFO & Treasurer

C/O ARCH CAPITAL GROUP LTD., 100 PITTS BAY ROAD, GROUND FLOOR

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares, \$.0033 par value per share | 02/15/2017 | | M | | 5,000 | A | \$ 25.01 |
| | | | | | 190,132 | (I) | |
| Common Shares, \$.0033 par value per share | 02/15/2017 | | M | | 4,500 | A | \$ 33.913 |
| | | | | | 194,632 | (I) | |

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| | | | | | | | |
|---|------------|------------------|-------|---|---------------------------|------------------------|---|
| Common Shares, \$0.0033 par value per share | 02/15/2017 | M | 4,000 | A | \$ 38.58 | 198,632 ⁽¹⁾ | D |
| Common Shares, \$0.0033 par value per share | 02/15/2017 | M | 5,000 | A | \$ 40.1 | 203,632 ⁽¹⁾ | D |
| Common Shares, \$0.0033 par value per share | 02/15/2017 | F ⁽⁵⁾ | 8,465 | D | <u>(5)</u> | 195,167 ⁽¹⁾ | D |
| Common Shares, \$0.0033 par value per share | 02/15/2017 | S ⁽⁶⁾ | 5,000 | D | \$ 93.0902 ⁽⁴⁾ | 190,167 ⁽¹⁾ | D |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Share Appreciation Right | \$ 25.01 | 02/15/2017 | | M | 5,000 | ⁽³⁾ 05/05/2020 | Common Shares, \$0.0033 par value per share 5,000 |
| | \$ 33.913 | 02/15/2017 | | M | 4,500 | ⁽²⁾ 05/06/2021 | 4,500 |

| | | | | | | | | | |
|--------------------------------|----------|------------|---|-------|-----|------------|--|--|--|
| Share Appreciation Right | | | | | | | | Common Shares, \$.0033 par value per share | |
| Share Appreciation Right | \$ 38.58 | 02/15/2017 | M | 4,000 | (7) | 05/09/2022 | Common Shares, \$.0033 par value per share | 4,000 | |
| Share Appreciation Right | \$ 40.1 | 02/15/2017 | M | 5,000 | (8) | 09/06/2022 | Common Shares, \$.0033 par value per share | 5,000 | |

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/ Mark D.
Lyons

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) 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) The share appreciation right became exercisable in three equal annual installments commencing May 5, 2011, subject to the applicable award agreement.
 - (4) Represents a weighted average sales price; the sales prices range from \$92.9818 to \$93.279. 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.
 - (5) In connection with the partial exercise of the four share appreciation rights awards as described in Table II, 1,669 common shares were withheld for taxes at a tax price of \$93.09 per share. In addition, 6,796 common shares were disposed in satisfaction of the exercise prices (see Table II). The reporting person received a net issuance of 10,035 common shares.
 - (6) A portion of the proceeds will be used to satisfy state and federal tax obligations.

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- (7) The share appreciation right became exercisable in three equal annual installments commencing May 9, 2013, subject to the applicable award agreement.
- (8) The share appreciation right became exercisable in three equal annual installments commencing September 6, 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.

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