

VALIDUS HOLDINGS LTD  
Form 8-K  
May 07, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 5, 2010

**Validus Holdings, Ltd.**

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction  
of incorporation)

001-33606

(Commission  
File Number)

98-0501001

(I.R.S. Employer  
Identification No.)

29 Richmond Road, Pembroke, Bermuda

(Address of principal executive offices)

HM08

(Zip Code)

Registrant's telephone number, including area code:

(441) 278-9000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Top of the Form**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS****Annual General Meeting of Shareholders**

1. At the annual general meeting of shareholders (the Annual General Meeting ) of Validus Holdings, Ltd. (the Company ) held on May 5, 2010 the shareholders of the Company approved the following:

(a) The election of four Class III Directors of the Company:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Edward J. Noonan	87,113,566	1,907,949	6,759,132
Jeffrey W. Greenberg	79,109,233	9,912,282	6,759,132
John J. Hendrickson	88,639,678	381,837	6,759,132
Sumit Rajpal	88,505,551	515,964	6,759,132

(b) The appointment of PricewaterhouseCoopers LLP, New York, to act as the registered independent public accounting firm for the Company for the year ending December 31, 2010:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Total:	95,535,813	240,741	4,093

(c) The election of Designated Company Directors of Non-U.S. subsidiaries:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Edward J. Noonan	88,411,384	610,131	6,759,132
C.N. Rupert Atkin	88,673,173	348,342	6,759,132
Patrick G. Barry	88,671,493	350,022	6,759,132
Julian P. Bosworth	88,671,493	350,022	6,759,132
Michael E.A. Carpenter	88,673,430	348,085	6,759,132
Rodrigo Castro	88,671,396	350,119	6,759,132
Jane S. Clouting	88,673,534	347,981	6,759,132
Joseph E. (Jeff) Consolino	88,672,784	348,731	6,759,132
C. Jerome Dill	88,670,993	350,522	6,759,132
Andrew Downey	88,673,430	348,085	6,759,132
Kerry A. Emanuel	88,671,014	350,501	6,759,132
Jonathan D. Ewington	88,671,493	350,022	6,759,132
Andrew M. Gibbs	88,673,527	347,988	6,759,132
Michael Greene	88,671,493	350,022	6,759,132
Nicholas Hales	88,673,430	348,085	6,759,132
Mark S. Johnson	88,642,650	378,865	6,759,132

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Anthony J. Keys	88,671,396	350,119	6,759,132
Robert F. Kuzloski	88,673,020	348,495	6,759,132
Gillian S. Langford	88,673,631	347,884	6,759,132
Stuart W. Mercer	88,673,430	348,085	6,759,132
Paul J. Miller	88,671,493	350,022	6,759,132
Jean-Marie Nessi	88,672,944	348,571	6,759,132
George P. Reeth	88,673,673	347,842	6,759,132
Julian G. Ross	88,673,527	347,988	6,759,132
Rafael Saer	88,670,889	350,626	6,759,132
Verner G. Southey	88,671,493	350,022	6,759,132
Guiseppe Venesiani	88,671,007	350,508	6,759,132
Nigel D. Wachman	88,672,923	348,592	6,759,132
Conan M. Ward	88,673,770	347,745	6,759,132
Lixin Zeng	88,671,090	350,425	6,759,132

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Validus Holdings, Ltd.

*May 7, 2010*

*By: /s/ Joseph E. (Jeff) Consolino*

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*Name: Joseph E. (Jeff) Consolino*

*Title: Executive Vice President and Chief Financial Officer*