

ARCH CAPITAL GROUP LTD.  
Form 5  
January 08, 2014

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President & CEO

WATERLOO HOUSE, GROUND FLOOR, 100 PITTS BAY ROAD

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PEMBROKE, D0 HM 08

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Shares, \$.0033 par value per share | 12/13/2013                           |  | G <sup>(1)</sup>               | 1,400 D \$ 0  | 439,155  | D  |                                   |
| Common Shares, \$.0033 par value per share |                                      |  |                                |   | 83,333   | I  | By Limited Liability Company      |

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|   |   |   |   |   |   |   |         |   |                                       |
|---|---|---|---|---|---|---|---------|---|---------------------------------------|
| Common Shares,<br>\$.0033 par value<br>per share                    | Â | Â | Â | Â | Â | Â | 116,613 | I | By<br>Limited<br>Liability<br>Company |
| Common Shares,<br>\$.0033 par value<br>per share                    | Â | Â | Â | Â | Â | Â | 11,616  | I | By child                              |
| Series C<br>Non-Cumulative<br>Preferred Shares<br>(non-convertible) | Â | Â | Â | Â | Â | Â | 6,000   | D | Â                                     |
| Series C<br>Non-Cumulative<br>Preferred Shares<br>(non-convertible) | Â | Â | Â | Â | Â | Â | 1,800   | 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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares                 |    |
|---|--|---|---|--------------------------------------|--|--|---|--|----|
|   |  |   |   |                                      | (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title  |    |
| Stock<br>Appreciation<br>Right                      | \$ 19.293  | 12/31/2013                              | Â   | G <sup>(3)</sup>                     | Â 71   | Â <u>(2)</u>   | 05/06/2019  | Common<br>Shares,<br>\$.0033<br>par value<br>per share | 71 |
| Stock<br>Appreciation<br>Right                      | \$ 19.293  | 12/31/2013                              | Â   | G <sup>(3)</sup>                     | 71 Â   | Â <u>(2)</u>   | 05/06/2019  | Common<br>Shares,<br>\$.0033<br>par value<br>per share | 71 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| IORDANOU CONSTANTINE<br>WATERLOO HOUSE, GROUND FLOOR<br>100 PITTS BAY ROAD<br>PEMBROKE, HM 08 | X             | ^         | ^ Chairman,<br>President &<br>CEO | ^     |

## Signatures

/s/ Constantine  
Iordanou

01/07/2014

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) Represents a bona fide gift.

(2) The share appreciation right became exercisable in three equal annual installments on May 6, 2010, May 6, 2011 and May 6, 2012.

On December 31, 2013, 71 share appreciation rights (SARs) were distributed from the GRAT. Such SARs were previously reported as indirectly beneficially held by the GRAT. Following such distribution, the reporting person owns 93,300 SARs and 21,450 SARs are indirectly owned by the GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.