

ARCH CAPITAL GROUP LTD.

Form 4

August 24, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PETRILLO LOUIS T

(Last) (First) (Middle)

ARCH CAPITAL SERVICES  
INC., 360 HAMILTON AVENUE,  
SUITE 600

(Street)

WHITE PLAINS, NY 10601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
ARCH CAPITAL GROUP LTD.  
[ACGL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/22/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Officer of Subsidiary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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)
Common Shares, \$.0033 par value per share	08/22/2016		M	12,750	A \$ 19.293 74,433	D	
Common Shares, \$.0033 par value per share	08/22/2016		F(1)	8,485 (1)	D (1) 65,948	D	

Common Shares, \$.0033 par 08/22/2016 value per share	S	4,370	D	\$ 79.5544 (2)	61,578	D
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Common Shares, \$.0033 par 08/23/2016 value per share	S	4,265	D	\$ 79.2932	57,313	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Appreciation Right <sup>(3)</sup>	\$ 19.293	08/22/2016		M	12,750	<u>(3)</u>	05/06/2019	Common Shares, \$.0033 per share	12,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETRILLO LOUIS T ARCH CAPITAL SERVICES INC. 360 HAMILTON AVENUE, SUITE 600 WHITE PLAINS, NY 10601			Officer of Subsidiary	

## Signatures

/s/ Louis Petrillo

08/24/2016

\*\*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) In connection with the exercise of the share appreciation rights award as described in Table II, 5,390 common shares were withheld for taxes at a tax price of \$79.46 per share. In addition, 3,095 common shares were disposed in satisfaction of the exercise price, \$19.293 per share. The reporting person received a net issuance of 4,265 common shares.
  - (2) Represents a weighted average sales price; the sales prices range from \$79.30 to \$79.72. 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.
  - (3) The share appreciation right became exercisable in three equal annual installments, with the first installment becoming exercisable on May 6, 2010 and the next two installments on May 6, 2011 and May 6, 2012, 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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