

VALIDUS HOLDINGS LTD

Form 10-Q

May 02, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2018

Commission file number 001-33606

VALIDUS HOLDINGS, LTD.

(Exact name of registrant as specified in its charter)

BERMUDA 98-0501001

(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

29 Richmond Road, Pembroke, Bermuda HM 08

(Address of principal executive offices and zip code)

(441) 278-9000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of April 30, 2018, there were 79,329,028 outstanding Common Shares, \$0.175 par value per share, of the registrant.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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Validus Holdings, Ltd.

Consolidated Balance Sheets

As at March 31, 2018 (unaudited) and December 31, 2017

(Expressed in thousands of U.S. dollars, except share and per share information)

	March 31, 2018 (unaudited)	December 31, 2017
Assets		
Fixed maturity investments trading, at fair value (amortized cost: 2018—\$5,874,140; 2017—\$5,876,261)	\$5,803,022	\$5,858,348
Short-term investments trading, at fair value (amortized cost: 2018—\$3,638,995; 2017—\$3,381,714)	3,638,940	3,381,757
Other investments, at fair value (cost: 2018—\$331,950; 2017—\$330,416)	357,246	355,218
Investments in investment affiliates, equity method (cost: 2018—\$75,302; 2017—\$61,944)	13,471	100,137
Cash and cash equivalents	672,173	754,990
Restricted cash	302,277	394,663
Total investments and cash	10,887,129	10,845,113
Premiums receivable	1,865,460	939,487
Deferred acquisition costs	309,825	213,816
Prepaid reinsurance premiums	390,900	132,938
Securities lending collateral	4,210	2,717
Loss reserves recoverable	979,944	1,233,997
Paid losses recoverable	59,892	46,873
Income taxes recoverable	7,705	9,044
Deferred tax asset	56,739	52,467
Receivable for investments sold	31,512	12,182
Intangible assets	169,168	171,411
Goodwill	229,573	229,573
Accrued investment income	29,621	29,096
Other assets	578,964	508,165
Total assets	\$15,600,642	\$14,426,879
Liabilities		
Reserve for losses and loss expenses	\$4,632,629	\$4,831,390
Unearned premiums	2,242,368	1,147,186
Reinsurance balances payable	398,861	331,645
Securities lending payable	4,210	2,717
Deferred tax liability	3,633	4,600
Payable for investments purchased	85,946	74,496
Accounts payable and accrued expenses	520,916	1,225,875
Notes payable to AlphaCat investors	1,268,194	1,108,364
Senior notes payable	245,614	245,564
Debentures payable	539,572	539,158
Total liabilities	9,941,943	9,510,995
Commitments and contingent liabilities		
Redeemable noncontrolling interests	1,423,110	1,004,094
Shareholders' equity		
Preferred shares (Issued and Outstanding: 2018—16,000; 2017—16,000)	400,000	400,000
Common shares (Issued: 2018—162,003,969; 2017—161,994,491; Outstanding: 2018—79,329,028; 2017—79,319,550)	28,351	28,349

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Treasury shares (2018—82,674,941; 2017—82,674,941)	(14,468) (14,468)
Additional paid-in capital	824,356	814,641	
Accumulated other comprehensive income (loss)	9,405	(22,192)
Retained earnings	2,653,588	2,688,742	
Total shareholders' equity available to Validus	3,901,232	3,895,072	
Noncontrolling interests	334,357	16,718	
Total shareholders' equity	4,235,589	3,911,790	
Total liabilities, noncontrolling interests and shareholders' equity	\$15,600,642	\$14,426,879	

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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Validus Holdings, Ltd.

Consolidated Statements of (Loss) Income and Comprehensive Income

For the Three Months Ended March 31, 2018 and 2017 (unaudited)

(Expressed in thousands of U.S. dollars, except share and per share information)

	Three Months Ended March 31,	
	2018	2017
	(unaudited)	
Revenues		
Gross premiums written	\$1,832,456	\$1,190,857
Reinsurance premiums ceded	(376,294)	(200,106)
Net premiums written	1,456,162	990,751
Change in unearned premiums	(837,220)	(415,375)
Net premiums earned	618,942	575,376
Net investment income	52,072	40,214
Net realized gains (losses) on investments	2,200	(1,164)
Change in net unrealized (losses) gains on investments	(57,381)	13,348
Income from investment affiliates	13,068	5,188
Other insurance related income and other income	25,540	1,330
Foreign exchange gains	525	1,569
Total revenues	654,966	635,861
Expenses		
Losses and loss expenses	321,545	269,585
Policy acquisition costs	116,456	111,628
General and administrative expenses	114,726	87,924
Share compensation expenses	9,729	9,491
Finance expenses	14,263	13,943
Transaction expenses	7,756	—
Total expenses	584,475	492,571
Income before taxes and (income) attributable to AlphaCat investors	70,491	143,290
Tax benefit	6,833	3,549
(Income) attributable to AlphaCat investors	(10,862)	(7,503)
Net income	66,462	139,336
Net (income) attributable to noncontrolling interests	(64,712)	(42,572)
Net income available to Validus	1,750	96,764
Dividends on preferred shares	(5,828)	(2,203)
Net (loss) income (attributable) available to Validus common shareholders	\$(4,078)	\$94,561
Comprehensive income:		
Net income	\$66,462	\$139,336
Other comprehensive income (loss), net of tax:		
Change in foreign currency translation adjustments	1,837	597
Change in minimum pension liability	(38)	68
Change in fair value of cash flow hedges	28,763	98
Other comprehensive income, net of tax	30,562	763
Comprehensive (income) attributable to noncontrolling interests	(64,712)	(42,572)
Comprehensive income available to Validus	\$32,312	\$97,527
(Loss) earnings per common share		

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Basic (loss) earnings per share (attributable) available to Validus common shareholders	\$ (0.05) \$ 1.19
(Loss) earnings per diluted share (attributable) available to Validus common shareholders	\$ (0.05) \$ 1.17
Cash dividends declared per common share	\$ 0.38	\$ 0.38

Weighted average number of common shares and common share equivalents outstanding:

Basic	79,325,688	79,133,671
Diluted	79,325,688	80,739,142

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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Validus Holdings, Ltd.

Consolidated Statements of Shareholders' Equity

For the Three Months Ended March 31, 2018 and 2017 (unaudited)

(Expressed in thousands of U.S. dollars)

	Three Months Ended March 31,	
	2018	2017
	(unaudited)	
Preferred shares		
Balance, beginning and end of period	\$400,000	\$150,000
Common shares		
Balance, beginning of period	\$28,349	\$28,224
Common shares issued, net	2	1
Balance, end of period	\$28,351	\$28,225
Treasury shares		
Balance, beginning and end of period	\$(14,468)	\$(14,376)
Additional paid-in capital		
Balance, beginning of period	\$814,641	\$821,023
Common shares (redeemed) issued, net	(14)	(168)
Share compensation expenses	9,729	9,491
Balance, end of period	\$824,356	\$830,346
Accumulated other comprehensive income (loss)		
Balance, beginning of period	\$(22,192)	\$(23,216)
Other comprehensive income	30,562	763
Amounts reclassified from accumulated other comprehensive income (loss)	1,035	—
Balance, end of period	\$9,405	\$(22,453)
Retained earnings		
Balance, beginning of period	\$2,688,742	\$2,876,636
Net income	66,462	139,336
Net (income) attributable to noncontrolling interests	(64,712)	(42,572)
Dividends on common shares	(31,076)	(31,063)
Dividends on preferred shares	(5,828)	(2,203)
Balance, end of period	\$2,653,588	\$2,940,134
Total shareholders' equity available to Validus	\$3,901,232	\$3,911,876
Noncontrolling interests	334,357	330,597
Total shareholders' equity	\$4,235,589	\$4,242,473

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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Validus Holdings, Ltd.

Consolidated Statements of Cash Flows

For the Three Months Ended March 31, 2018 and 2017 (unaudited)

(Expressed in thousands of U.S. dollars)

	Three Months Ended March 31, 2018 2017 (unaudited)	
Cash flows provided by (used in) operating activities		
Net income	\$66,462	\$139,336
Adjustments to reconcile net income to cash provided by operating activities:		
Share compensation expenses	9,729	9,491
Amortization of discount on Senior Notes	27	27
(Income) from investment and operating affiliates	(13,068)	(5,188)
Net realized and change in net unrealized losses (gains) on investments	55,181	