

Singh Alok  
Form 4  
May 24, 2012

**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 \*  
Singh Alok

2. Issuer Name and Ticker or Trading Symbol  
VALIDUS HOLDINGS LTD [VR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O VALIDUS RE, 48  
PAR-LA-VILLE ROAD, SUITE  
1790

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/22/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

See Note (5) Below

(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

HAMILTON, D0 HM11

(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)   |
| Common Shares                   | 05/22/2012                           |  | S                              |   |   | 93,112 | \$ 31.3703 (4)  | 1,000,000  | I                                 | See Note (5) |
| Common Shares                   | 05/22/2012                           |  | S                              |   |   | 7,206  | \$ 31.3703 (4)  | 1,000,000  | I                                 | See Note (5) |
| Common Shares                   | 05/22/2012                           |  | S                              |   |   | 1,637  | \$ 31.3703 (4)  | 1,000,000  | I                                 | See Note (5) |

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                             |
|--------------------------------|---|
|                                | Director    10% Owner    Officer    Other |

|   |   |                    |
|---|---|--------------------|
| Singh Alok<br>C/O VALIDUS RE<br>48 PAR-LA-VILLE ROAD, SUITE 1790<br>HAMILTON, D0 HM11 | X | See Note (5) Below |
|---|---|--------------------|

## Signatures

/s/ Alok Singh                      05/24/2012

\*\*Signature of                      Date  
Reporting Person

## 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) The securities sold were directly owned by New Mountain Partners II (Cayman), L.P. Following the reported transaction, New Mountain Partners II (Cayman), L.P. directly owns 913,262 shares of common stock of the issuer.
  - (2) The securities sold were directly owned by Allegheny New Mountain Partners (Cayman), L.P. Following the reported transaction, Allegheny New Mountain Partners (Cayman), L.P. directly owns 70,677 shares of common stock of the issuer.
  - (3) The securities sold were directly owned by New Mountain Affiliated Investors II (Cayman), L.P. Following the reported transaction, New Mountain Affiliated Investors II (Cayman), L.P. directly owns 16,061 shares of common stock of the issuer.
- The price reported is a weighted average price. The prices actually ranged from \$31.20 to \$31.54. The reporting person will provide to the
- (4) issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each price within the range.

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NMI II (Cayman) GP, Ltd. is the general partner of New Mountain Investments II (Cayman), L.P., which is the general partner of each of New Mountain Partners II (Cayman), L.P., Allegheny New Mountain Partners (Cayman), L.P. and New Mountain Affiliated Investors II (5) (Cayman), L.P. (collectively, the "New Mountain Funds"). Alok Singh is a managing director of New Mountain Capital, L.L.C. Mr. Singh disclaims beneficial ownership of the shares of common stock owned by the New Mountain Funds, except to the extent of his pecuniary interest therein.

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