

ARCH CAPITAL GROUP LTD.
Form 8-A12B
August 17, 2017

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g)
OF THE SECURITIES EXCHANGE ACT OF 1934

Arch Capital Group Ltd.
(Exact name of registrant as specified in its charter)
BERMUDA N/A
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

Waterloo House, Ground Floor, 100 Pitts Bay Road, Pembroke HM 08, Bermuda
(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each
Exchange
on Which
Each Class is to be
Registered

The NASDAQ Stock
Market LLC

Arch Capital Group Ltd. Depositary Shares, each Representing a 1/1,000th Interest in a
5.45% Non-Cumulative Preferred Share,
Series F, \$0.01 par value

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is
effective upon filing pursuant to General Instruction A.(c), please check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is
effective upon filing pursuant to General Instruction A.(d), please check the following box. ☐ o

Securities Act registration statement file number to which this form relates:
333-202440

Securities to be registered pursuant to Section 12(g) of the Act:
None

ITEM 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the Depositary Shares (the "Depositary Shares"), each representing a 1/1,000th interest in a 5.45% Non-Cumulative Preferred Share, Series E, par value \$0.01 per share and liquidation preference \$25,000 per share (the "Preferred Shares"), of Arch Capital Group Ltd. (the "Company"). The description of the terms of the Preferred Shares are set forth in the Certificate of Designations attached as Exhibit 4.1 hereto, and is incorporated herein by reference. The description of the terms of the Depositary Shares is set forth in the Deposit Agreement attached as Exhibit 4.3 hereto, and is incorporated herein by reference.

ITEM 2. Exhibits.

EXHIBIT
NO.

DESCRIPTION

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| 3.1 | Memorandum of Association of the Company (incorporated by reference to the annex to the Company's Definitive Proxy Statement/Prospectus included on the Company's Registration Statement on Form S-4 No. 333-45418, filed September 26, 2000). |
| 3.3 | Certificate of Deposit of Memorandum of Increase of Share Capital (filed as an exhibit to the Company's Annual Report on Form 10-K for the period ending December 31, 2010, as filed with the SEC on February 28, 2011, and incorporated by reference). |
| 3 | Bye-Laws of the Company (incorporated by reference as Exhibit 3 to the Company's Quarterly Report on Form 10-Q, filed August 5, 2016). |
| 4.1 | Certificate of Designations of 5.45% Non-Cumulative Preferred Shares, Series F, of Arch Capital Group Ltd. (incorporated by reference as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 17, 2017). |
| 4.2 | Form of share certificate evidencing 5.45% Non-Cumulative Preferred Shares, Series F (incorporated by reference as Exhibit 4.2 to the Company's Current Report on Form 8-K filed on August 17, 2017). |
| 4.3 | Deposit Agreement, dated August 17, 2017, between Arch Capital Group Ltd. and American Stock Transfer & Trust Company, LLC, as depositary, registrar and transfer agent and as dividend disbursing agent and redemption agent, and the holders from time to time of the depositary receipts (incorporated by reference as Exhibit 4.3 to the Company's Current Report on Form 8-K filed on August 17, 2017). |
| 4.4 | Form of depositary receipt (incorporated by reference as Exhibit 4.4 to the Company's Current Report on Form 8-K filed on August 17, 2017). |

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

ARCH CAPITAL GROUP LTD.

Date: August 17, 2017 By: /s/ Mark D. Lyons

Name: Mark D. Lyons

Title: Executive Vice President, Chief Financial Officer and Treasurer