





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 share of 5.875% Non-Cumulative Preference Shares, Series A, par value \$0.175 per share and liquidation preference \$25,000 per share (the “Preference Shares”), of Validus Holdings, Ltd. (the “Company”). The descriptions of the terms of the Depositary Shares and the underlying Preference Shares set forth under the headings “Description of the Depositary Shares” and “Description of the Series A Preference Shares,” respectively, in the Company’s Prospectus Supplement, dated June 6, 2016, to the Prospectus, dated April 2, 2015, as amended by Post-Effective Amendment No. 1 thereto, which constitutes a part of the Company’s Registration Statement on Form S-3ASR (File No. 333-197723), filed under the Securities Act of 1933, as amended, are hereby incorporated herein by reference.

Item 2. Exhibits.

Exhibit no.	Description
3.1	Memorandum of Association (incorporated by reference to Exhibit 3.1 to the Company’s Registration Statement on Form S-1 filed January 16, 2007).
3.2	Certificate of Deposit of Memorandum of Increase of Share Capital (incorporated by reference to Exhibit 4.2 to the Company’s Registration Statement on Form S-1 filed January 16, 2007).
3.3	Amended and Restated Bye-Laws (incorporated by reference to Exhibit 3.2 to Amendment No. 4 to the Company’s Registration Statement on Form S-1 filed July 5, 2007).
4.1	Certificate of Designations of 5.875% Non-Cumulative Preference Shares, Series A, of Validus Holdings, Ltd. (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on June 13, 2016).
4.2	Specimen 5.875% Non-Cumulative Preference Shares, Series A (incorporated by reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K filed on June 13, 2016).
4.3	Deposit Agreement, dated June 13, 2016, among Validus Holdings, Ltd., Computershare Inc., Computershare Trust Company, N.A. and the holders from time to time of the depositary receipts described therein (incorporated by reference to Exhibit 4.3 to the Company’s Current Report on Form 8-K filed on June 13, 2016).
4.4	Form of depositary receipt (incorporated by reference to Exhibit 4.4 to the Company’s Current Report on Form 8-K filed on June 13, 2016).

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SIGNATURE

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.

Dated: June 13, 2016

VALIDUS HOLDINGS,  
LTD.

(Registrant)

By: /s/ Robert F. Kuzloski

Name: Robert F. Kuzloski  
Executive Vice

Title: President and General  
Counsel