

VALIDUS HOLDINGS LTD
Form 3
July 24, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Vestar AIV Holdings A L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O VALIDUS RE,Â SUITE 1790, 48 PAR-LA-VILLE ROAD</p> <p>(Street)</p> <p>HAMILTON,Â D0Â HM11</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/24/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VALIDUS HOLDINGS LTD [VR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	8,571,427	D <u>(1)</u> <u>(3)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Warrants to acquire common shares	Â (4)	12/12/2015	Common Shares	972,809.7	\$ 17.5	D (2) (3) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vestar AIV Holdings A L.P. C/O VALIDUS RE SUITE 1790, 48 PAR-LA-VILLE ROAD HAMILTON,Â D0Â HM11	Â	Â X	Â	Â
Vestar AIV Employees Validus Ltd. C/O VALIDUS RE SUITE 1790, 48 PAR-LA-VILLE ROAD HAMILTON,Â D0Â HM11	Â	Â X	Â	Â
Vestar AIV Holdings B L.P. C/O VALIDUS RE SUITE 1790, 48 PAR-LA-VILLE ROAD HAMILTON,Â D0Â HM11	Â	Â X	Â	Â
Vestar AIV Associates L.P. C/O VALIDUS RE SUITE 1790, 48 PAR-LA-VILLE ROAD HAMILTON,Â D0Â HM11	Â	Â X	Â	Â
Vestar AIV Managers Ltd. C/O VALIDUS RE SUITE 1790, 48 PAR-LA-VILLE ROAD HAMILTON,Â D0Â HM11	Â	Â X	Â	Â

Signatures

John Schuster,
Power-of-Attorney 07/24/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) 8,409,470 securities are owned solely by Vestar AIV Holdings A L.P., 90,419 securities are owned solely by Vestar AIV Holdings B L.P. and 71,538 securities are owned solely by Vestar AIV Holdings B L.P. Vestar AIV Associates L.P. is the General Partner of Vestar AIV Holdings A L.P. and Vestar AIV Holdings B L.P. Vestar AIV Managers Ltd. is the General Partner of Vestar AIV Associates L.P. and the sole director of Vestar AIV Employees Validus Ltd.

(2) The securities are owned by Vestar AIV Holdings A L.P. (954,442.5 warrants), Vestar AIV Employees Validus Ltd. (10,236.3 warrants), and Vestar AIV Holdings B L.P. (8,130.9 warrants).

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- (3) Each of the reporting owners disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.
- (4) Warrants are exercisable at any time prior to Expiration Date.

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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