

VALIDUS HOLDINGS LTD
Form 4
August 21, 2007

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 *
GS PEP 2000 Advisors, L.L.C.

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)
85 BROAD STREET
(Street)
NEW YORK, NY 10004
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2007
4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)
6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares	08/16/2007		P		100	A	\$ 21.61	14,057,237	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9)
Common Shares	08/16/2007		S		100	D	\$ 21.61	14,057,137	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants to purchase Common Shares	\$ 17.5					(10)	12/12/2015	Common Shares	1,604,410.1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GS PEP 2000 Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004		X		
GS PEP 2000 Offshore Holdings Advisors, Inc. 85 BROAD STREET NEW YORK, NY 10004		X		
GS PEP 2000 Direct Investment Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

/s/ Andrea DeMar,
Attorney-in-fact 08/21/2007

**Signature of Reporting Person Date

/s/ Andrea DeMar,
Attorney-in-fact 08/21/2007

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Company's initial public offering of Common Shares.

(10) The warrants are exercisable at any time prior to December 12, 2015.

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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