

VALIDUS HOLDINGS LTD
Form 8-K
April 30, 2008

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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 29, 2008

VALIDUS HOLDINGS, LTD.
(Exact name of registrant as specified in its charter)

| | | |
|--|---------------------------------------|---|
| Bermuda (State or other jurisdiction of incorporation) | 001-33606 (Commission File Number) | 98-0501001 (I.R.S. Employer Identification No.) |
|--|---------------------------------------|---|

19 Par-La-Ville Road, Hamilton, HM 11 Bermuda
(Address of principal executive offices)

Registrant's telephone number, including area code: (441) 278-9000

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01

Regulation FD Disclosure.

In a privately negotiated transaction on April 29, 2008, Validus Holdings, Ltd. (the “Company”) repurchased from an unaffiliated financial institution \$45.7 million principal amount of its 8.48% Junior Subordinated Deferrable Debentures due 2037 at an aggregate price of \$36.5 million, plus accrued and unpaid interest of \$0.5 million, which will result in a second quarter gain and an increase in book value of \$8.8 million, equal to \$0.10 million per diluted common share, in the quarter ended June 30, 2008. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

The information in this Current Report on Form 8-K, including the information set forth in Exhibit 99.1m shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed herewith:

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release dated April 29, 2008 announcing the repurchase by Validus Holdings, Ltd. of \$45.7 million principal amount of its Junior Subordinated Deferrable Debentures due 2037. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 29, 2008

VALIDUS
HOLDINGS, LTD.
(Registrant)

By: /s/ Joseph E.
(Jeff) Consolino
Name: Joseph E. (Jeff)
Consolino
Title: Executive Vice
President & Chief
Financial Officer