

VALIDUS HOLDINGS LTD
Form 8-K
May 09, 2011

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):

May 4, 2011

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.)

29 Richmond Road, Pembroke, Bermuda

(Address of principal executive offices)

HM08

(Zip Code)

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:

- 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))

Top of the Form**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS****Annual General Meeting of Shareholders**

1. At the annual general meeting of shareholders of Validus Holdings, Ltd. (the Company) held on May 4, 2011 the shareholders of the Company approved the following:

(a) The election of three Class I Directors of the Company:

| | For | Withheld | Broker Non-Votes |
|-----------------------|------------|-----------------|-----------------------------|
| Matthew J. Grayson | 65,675,846 | 6,555,898 | 4,016,740 |
| Jean-Marie Nessi | 65,887,576 | 6,344,168 | 4,016,740 |
| Mandakini Puri | 71,595,998 | 635,746 | 4,016,740 |

(b) The election of Designated Company Directors of the Company's Non-U.S. subsidiaries:

| | For | Withheld | Broker Non-Votes |
|-------------------------------|------------|-----------------|-----------------------------|
| Edward J. Noonan | 71,221,115 | 1,010,629 | 4,016,740 |
| C.N. Rupert Atkin | 71,989,277 | 242,467 | 4,016,740 |
| Patrick G. Barry | 71,989,332 | 242,412 | 4,016,740 |
| Peter A. Bilsby | 71,989,232 | 242,512 | 4,016,740 |
| Julian P. Bosworth | 71,953,867 | 277,877 | 4,016,740 |
| Michael E.A. Carpenter | 71,976,394 | 255,350 | 4,016,740 |
| Rodrigo Castro | 71,986,494 | 245,250 | 4,016,740 |
| Jane S. Clouting | 71,994,128 | 237,616 | 4,016,740 |
| Joseph E. (Jeff) Consolino | 71,979,452 | 348,731 | 4,016,740 |
| C. Jerome Dill | 71,989,232 | 242,512 | 4,016,740 |
| Andrew Downey | 71,989,412 | 242,332 | 4,016,740 |
| Kerry A. Emanuel | 71,986,354 | 245,390 | 4,016,740 |
| Jonathan D. Ewington | 71,986,598 | 245,146 | 4,016,740 |
| Andrew M. Gibbs | 71,989,232 | 242,512 | 4,016,740 |
| Michael Greene | 71,989,516 | 242,228 | 4,016,740 |
| Nicholas Hales | 71,986,314 | 245,430 | 4,016,740 |
| Mark S. Johnson | 71,966,527 | 265,217 | 4,016,740 |
| Anthony J. Keys | 71,989,232 | 242,512 | 4,016,740 |
| Robert F. Kuzloski | 71,986,494 | 245,250 | 4,016,740 |
| Gillian S. Langford | 71,989,339 | 242,405 | 4,016,740 |
| Stuart W. Mercer | 71,986,494 | 245,250 | 4,016,740 |
| Paul J. Miller | 71,986,314 | 245,430 | 4,016,740 |
| Jean-Marie Nessi | 66,115,109 | 6,116,635 | 4,016,740 |

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| | | | |
|-------------------|------------|---------|-----------|
| Julian G. Ross | 71,989,232 | 242,512 | 4,016,740 |
| Rafael Saer | 71,964,936 | 266,808 | 4,016,740 |
| Verner G. Southey | 71,950,745 | 242,412 | 4,016,740 |
| James E. Skinner | 71,989,332 | 280,999 | 4,016,740 |
| Nigel D. Wachman | 71,986,319 | 245,425 | 4,016,740 |
| Conan M. Ward | 71,979,452 | 252,292 | 4,016,740 |
| Lixin Zeng | 71,989,237 | 242,507 | 4,016,740 |

(c) The approval, by a non-binding advisory vote, of the executive compensation payable to the Company's named executive officers as described in the Executive Compensation section of the Company's Proxy Statement dated March 23, 2011, including the Compensation Discussion and Analysis:

| | | | | |
|--------|------------|----------------|----------------|-------------------------|
| | For | Against | Abstain | Broker Non-Votes |
| Total: | 67,217,854 | 1,509,774 | 3,504,116 | 4,016,740 |

(d) The selection, by a non-binding advisory vote, of the frequency at which shareholders of the Company will be asked to approve, by a non-binding advisory vote, the compensation paid by the Company to its named executive officers:

| | | | | | |
|--------|---------------|----------------|----------------|--------------------|-------------------------|
| | 1 Year | 2 Years | 3 years | Abstentions | Broker Non-Votes |
| Total: | 39,920,948 | 997,162 | 27,939,565 | 3,374,069 | 4,016,740 |

(e) The approval of the selection of PricewaterhouseCoopers to act as the independent registered public accounting firm of the Company for the year ending December 31, 2011:

| | | | | |
|--------|------------|----------------|--------------------|-------------------------|
| | For | Against | Abstentions | Broker Non-Votes |
| Total: | 76,196,615 | 48,004 | 3,865 | |

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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.

Validus Holdings, Ltd.

May 9, 2011

By: /s/ Joseph E. (Jeff) Consolino

Name: Joseph E. (Jeff) Consolino
Title: President and Chief Financial Officer