

ARCH CAPITAL GROUP LTD.
Form 8-K
May 08, 2015

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

May 7, 2015

Date of Report (Date of earliest event reported)

Arch Capital Group Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other
jurisdiction of
incorporation or
organization)

0-26456
(Commission File Number)

N/A
(I.R.S. Employer
Identification No.)

Waterloo House, 100 Pitts Bay Road, Pembroke HM 08, Bermuda

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:
(441) 278-9250

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N/A

(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 (see General Instruction A.2. below):

- ☐ 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 5.07**Submission of Matters to a Vote of Security Holders.**

Arch Capital Group Ltd. s (ACGL) annual meeting of shareholders was held on May 7, 2015. At the meeting, the holders of 112,785,873 common shares, which represents approximately 90 percent of the outstanding shares entitled to vote as of the record date of March 16, 2015, were represented in person or by proxy. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

Item 1. The vote on the election of the three Class II directors to hold office until the 2018 annual meeting of shareholders or until their successors are elected and qualified. The voting results were as follows:

NOMINEE	FOR	AGAINST	WITHHELD	BROKER NON-VOTES
Eric W. Doppstadt	103,362,480	0	2,146,177	7,227,216
Constantine Iordanou	100,672,176	4,672	4,831,809	7,227,216
John M. Pasquesi	103,128,461	4,672	2,375,524	7,227,216

Item 2. The vote on the election of certain individuals as Designated Company Directors of certain of ACGL s non-U.S. subsidiaries. The voting results were as follows:

DIRECTOR	FOR	AGAINST	WITHHOLD	BROKER NON-VOTES
Anthony Asquith	105,415,314	0	93,343	7,227,216
Edgardo Balois	105,415,647	0	93,010	7,227,216
Dennis R. Brand	105,386,443	0	122,214	7,227,216
Ian Britchfield	105,415,992	0	92,665	7,227,216
Paul Cole	105,415,992	0	92,665	7,227,216
Graham B.R. Collis	100,971,119	0	4,537,538	7,227,216
Michael Constantinides	105,414,947	0	93,710	7,227,216
William J. Cooney	105,410,965	0	97,692	7,227,216
Stephen J. Curley	105,416,257	0	92,400	7,227,216
Nick Denniston	105,416,097	0	92,560	7,227,216
Michael Feetham	105,415,379	0	93,278	7,227,216
Stephen Fogarty	105,416,097	0	92,560	7,227,216

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Giuliano Giovannetti	105,416,925	0	91,732	7,227,216
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Marc Grandisson	105,384,163	0	124,494	7,227,216
Michael Hammer	105,417,385	0	91,272	7,227,216
Pet Hartman	105,394,004	0	114,653	7,227,216
David W. Hipkin	105,394,905	0	113,752	7,227,216
W. Preston Hutchings	105,411,214	0	97,443	7,227,216
Constantine Iordanou	105,427,475	0	81,182	7,227,216
Wolbert H. Kamphuijs	105,415,247	0	93,410	7,227,216
Cathy Kelly	105,408,628	0	100,029	7,227,216
Michael H. Kier	105,415,014	0	93,643	7,227,216
Jason Kittinger	105,415,805	0	92,852	7,227,216
Gerald Konig	105,416,097	0	92,560	7,227,216
Lin Li-Williams	105,415,897	0	92,760	7,227,216
Mark D. Lyons	101,273,014	0	4,235,643	7,227,216
Patrick Mailloux	105,407,243	0	101,414	7,227,216
Robert McDowell	105,414,647	0	94,010	7,227,216
David H. McElroy	105,407,994	0	100,663	7,227,216
Rommel Mercado	105,416,097	0	92,560	7,227,216
David J. Mulholland	105,416,097	0	92,560	7,227,216
Paul Muller	105,416,097	0	92,560	7,227,216
Mark Nolan	105,410,733	0	97,924	7,227,216
Marita Oliver	105,411,037	0	97,620	7,227,216
Nicolas Papadopoulos	105,386,252	0	122,405	7,227,216
Elisabeth Quinn	105,415,762	0	92,895	7,227,216
Maamoun Rajeh	105,415,557	0	93,100	7,227,216
Andrew T. Rippert	105,412,156	0	96,501	7,227,216
Carla Santamaria-Seña	105,416,167	0	92,490	7,227,216
Arthur Scafe	105,415,379	0	93,278	7,227,216
Scott Schenker	105,402,546	0	106,111	7,227,216
Søren Scheuer	105,415,797	0	92,860	7,227,216

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Budhi Singh	105,412,553	0	96,104	7,227,216
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Damian Smith	105,416,097	0	92,560	7,227,216
William A. Soares	105,412,853	0	95,804	7,227,216
Scott Stirling	105,416,097	0	92,560	7,227,216
Hugh Sturgess	105,399,089	0	109,568	7,227,216
Richard Sullivan	105,416,097	0	92,560	7,227,216
Ryan Taylor	105,416,197	0	92,460	7,227,216
Ross Totten	105,415,397	0	93,260	7,227,216
Iwan Van Munster	105,414,447	0	94,210	7,227,216
Angus Watson	105,387,962	0	120,695	7,227,216
James R. Weatherstone	105,371,889	0	136,768	7,227,216
Gerald Wolfe	105,385,387	0	123,270	7,227,216

Item 3. The vote on the proposal to approve the Arch Capital Group Ltd. 2015 Long Term Incentive and Share Award Plan. The voting results were as follows:

	98,491,667	6,931,978	85,012	7,277,216

Item 4. The vote on the ratification of the selection of PricewaterhouseCoopers LLP as ACGL's independent registered public accounting firm for the year ending December 31, 2015. The voting results were as follows:

	112,491,194	218,018	76,661	0

Item 5. The vote on a proposal on advisory vote on executive compensation (say-on-pay). The voting results were as follows:

	80,469,164	24,943,000	96,493	7,277,216

ITEM 8.01**Other Events.**

Preferred Share Dividends. On May 7, 2015, the Board of Directors (the "Board") of ACGL declared dividends with respect to the outstanding 13,000,000 shares of its 6.75% Non-Cumulative Preferred Shares, Series C, \$0.01 per share (the "Series C Shares"), with a liquidation preference of \$25.00 per share, as outlined below. All such dividends will be payable out of lawfully available funds for the payment of dividends under Bermuda law on June 30, 2015 to holders of record of the Series C Shares, as of June 15, 2015, unless determined otherwise by the Board or the Executive Committee of the Board on or prior to the applicable effective date.

Series	Effective Date for Declaration	Dividend Period	Dividend Amount	Rate Per Share
Series C	6/30/15	3/31/15-6/29/15	\$ 5,484,375	\$ 0.421875

SIGNATURES

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

ARCH CAPITAL GROUP LTD.

Date: May 8, 2015

By:

/s/ Marc Grandisson

Name: Marc Grandisson

Title: Chairman and Chief Executive Officer of Arch
Worldwide Reinsurance and Mortgage Groups