

ARCH CAPITAL GROUP LTD.
Form 8-K
May 14, 2012

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 9, 2012

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.)

Wessex House, 45 Reid Street, Hamilton HM 12, 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 9, 2012. At the meeting, the holders of 124,306,478 common shares, which represents approximately 92 percent of the outstanding shares entitled to vote as of the record date of March 12, 2012, 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 four Class II directors to hold office until the 2015 annual meeting of shareholders or until their successors are elected and qualified. The voting results were as follows:

NOMINEE	FOR	WITHHELD	BROKER NON-VOTES
Eric W. Doppstadt	113,308,906	314,672	10,682,900
Constantine Iordanou	112,313,895	1,309,683	10,682,900
James J. Meenaghan	112,233,840	1,389,738	10,682,900
John M. Pasquesi	81,872,295	31,751,283	10,682,900

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	WITHHOLD	BROKER NON-VOTES
Anthony Asquith	113,550,931	72,647	10,682,900
Edgardo Balois	113,552,231	71,347	10,682,900
William E. Beveridge	113,542,923	80,655	10,682,900
Dennis R. Brand	113,509,789	113,789	10,682,900
Peter Calleo	113,527,402	96,176	10,682,900
Knud Christensen	113,546,110	77,468	10,682,900
Paul Cole	113,553,009	70,569	10,682,900
Graham B.R. Collis	108,924,601	4,698,977	10,682,900
William J. Cooney	113,552,939	70,639	10,682,900
Michael Feetham	113,551,795	71,783	10,682,900
Stephen Fogarty	113,551,951	71,627	10,682,900

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Elizabeth Fullerton-Rome	113,523,060	100,518	10,682,900
Marc Grandisson	113,553,970	69,608	10,682,900
Michael A. Greene	113,548,081	75,497	10,682,900

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John C.R. Hele	110,221,251	3,402,327	10,682,900
David W. Hipkin	113,547,238	76,340	10,682,900
W. Preston Hutchings	113,554,124	69,454	10,682,900
Constantine Iordanou	113,553,192	70,386	10,682,900
Wolbert H. Kamphuijs	113,551,901	71,677	10,682,900
Michael H. Kier	113,552,335	71,243	10,682,900
Lin Li-Williams	113,551,309	72,269	10,682,900
Mark D. Lyons	113,528,885	94,693	10,682,900
Adam Matteson	113,552,475	71,103	10,682,900
David McElroy	113,537,793	85,785	10,682,900
Rommel Mercado	113,552,251	71,327	10,682,900
Martin J. Nilsen	113,549,983	73,595	10,682,900
Mark Nolan	113,554,694	68,884	10,682,900
Nicolas Papadopoulos	113,545,990	77,588	10,682,900
Elizabeth Quinn	113,550,722	72,856	10,682,900
Maamoun Rajeh	113,552,575	71,003	10,682,900
John F. Rathgeber	113,550,093	73,485	10,682,900
Andrew Rippert	113,553,075	70,503	10,682,900
Paul S. Robotham	110,219,692	3,403,886	10,682,900
Carla Santamaria-Seña	113,553,358	70,220	10,682,900
Scott Schenker	113,553,680	69,898	10,682,900
Soren Scheuer	113,553,075	70,503	10,682,900
Budhi Singh	113,547,334	76,244	10,682,900
Helmut Sohler	113,547,957	75,621	10,682,900
Iwan Van Munster	113,552,975	70,603	10,682,900
Angus Watson	113,551,874	71,704	10,682,900
James R. Weatherstone	113,544,026	79,552	10,682,900

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Item 3. The vote on the proposal to approve the Arch Capital Group Ltd. 2012 Long Term Incentive and Share Award Plan. The voting results were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
104,627,424	8,528,559	467,595	10,682,900

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, 2012. The voting results were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
123,800,037	466,094	40,347	0

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

FOR	AGAINST	ABSTAIN	BROKER NON- VOTES
111,072,320	2,080,239	471,019	10,682,900

ITEM 8.01 Other Events.

Preferred Share Dividends. On May 9, 2012, 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, 2012 to holders of record of the Series C Shares, as of June 15, 2012, 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	6/30/12	4/2/12-6/29/12	\$ 5,423,438	\$ 0.4171875

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 14, 2012

By:

/s/ Marc Grandisson

Name: Marc Grandisson

Title: Chairman and Chief Executive Officer of Arch
Worldwide Reinsurance Group