

VALIDUS HOLDINGS LTD
Form SC 13G/A
February 09, 2009

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Validus Holdings Ltd.

(Name of Issuer)

Common Stock, par value \$0.175 per share

(Title of Class of Securities)

G9319H102

(CUSIP Number)

December 31, 2008

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G9319H102

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1. Name of Reporting Persons

Jeffrey W. Greenberg

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

United States

**NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH**

5. Sole Voting Power: 10,090,225

6. Shared Voting Power: 0

7. Sole Dispositive Power: 10,090,225

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 10,090,225

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[]

11. Percent of Class Represented by Amount in Row (9):

12.9%

12. Type of Reporting Person (See Instructions): IN

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1. Name of Reporting Persons

Aquiline Capital Partners LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power: 10,080,207

6. Shared Voting Power: 0

**NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH**

7. Sole Dispositive Power: 10,080,207

8.

Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 10,080,207

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[]

11. Percent of Class Represented by Amount in Row (9):

12.9%

12. Type of Reporting Person (See Instructions): OO

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1. Name of Reporting Persons

Aquiline Holdings LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

**NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH**

5. Sole Voting Power: 10,080,207

6. Shared Voting Power: 0

7. Sole Dispositive Power: 10,080,207

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 10,080,207

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[]

11. Percent of Class Represented by Amount in Row (9):

12.9%

12. Type of Reporting Person (See Instructions): OO

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1. Name of Reporting Persons

Aquiline Holdings LP

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

**NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH**

5.

Sole Voting Power: 10,080,207

6.

Shared Voting Power: 0

7.

Sole Dispositive Power: 10,080,207

8.

Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 10,080,207

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[]

11. Percent of Class Represented by Amount in Row (9):

12.9%

12. Type of Reporting Person (See Instructions): PN

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1. Name of Reporting Persons

Aquiline Holdings GP Inc.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

**NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH**

5. Sole Voting Power: 10,080,207

6. Shared Voting Power: 0

7. Sole Dispositive Power: 10,080,207

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 10,080,207
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
-
11. Percent of Class Represented by Amount in Row (9):
- 12.9%
12. Type of Reporting Person (See Instructions): CO
-

Item 1(a).

Name of Issuer:

Validus Holdings Ltd.

Item 1(b).

Address of Issuer's Principal Executive Offices:

The Issuer's principal executive offices are located at 19 Par-La-Ville Road, Hamilton, Bermuda HM 11.

Item 2(a).

Name of Person Filing:

This Schedule 13G is filed by:

(i)

Jeffrey W. Greenberg;

(ii)

Aquiline Capital Partners LLC;

(iii)

Aquiline Holdings LLC;

(iv)

Aquiline Holdings LP; and

(v)

Aquiline Holdings GP Inc. (collectively, the Reporting Persons).

Aquiline Capital Partners LLC is the investment manager of each of Aquiline Financial Services Fund L.P. and Aquiline Financial Services Fund (Offshore) L.P. (together, the Funds). Aquiline Holdings LLC is the sole member of Aquiline Capital Partners LLC. Aquiline Holdings LP is the sole member of Aquiline Holdings LLC. Aquiline Holdings GP Inc. is the general partner of Aquiline Holdings LP. Jeffrey W. Greenberg is the sole stockholder of Aquiline Holdings GP Inc. and is a managing principal of Aquiline Capital Partners LLC. Each of the Reporting Persons may be deemed to be the beneficial owner of the securities held by each of the Funds and of the securities held by Aquiline Capital Partners LLC. Mr. Greenberg may be deemed to be the beneficial owner of securities held by him as an individual.

Item 2(b).

Address of Principal Business Office or, if None, Residence:

The principal office and business address of each of the Reporting Persons is 535 Madison Avenue, 24th Floor, New York, NY 10022.

Item 2(c).

Citizenship:

Jeffrey W. Greenberg is a citizen of the United States. Each of Aquiline Capital Partners LLC, Aquiline Holdings LLC, Aquiline Holdings LP, and Aquiline Holdings GP Inc. is organized under the laws of the State of Delaware.

Item 2(d).

Title of Class of Securities:

Common Stock, par value \$0.175 per share (the Shares)

Item 2(e).

CUSIP Number:

G9319H102

Item 3.

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4.**Ownership.**

(a)

Amount beneficially owned:

As of December 31, 2008, Jeffrey W. Greenberg may be deemed to be the beneficial owner of an aggregate of approximately 10,090,225 Shares. This number consists of 4,420,420 Shares held by Aquiline Financial Services Fund L.P., 2,465,922 Shares held by Aquiline Financial Services Fund (Offshore) L.P., warrants exercisable into approximately 3,012,371 Shares held by Aquiline Capital Partners LLC, warrants exercisable into approximately 10,018 Shares held by Jeffrey W. Greenberg as an individual, warrants exercisable into approximately 116,503 Shares held by Aquiline Financial Services Fund L.P. and warrants exercisable into approximately 64,991 Shares held by Aquiline Financial Services Fund (Offshore) L.P. As of December 31, 2008, each of Aquiline Capital Partners LLC, Aquiline Holdings LLC, Aquiline Holdings LP, and Aquiline Holdings GP Inc. may be deemed to be the beneficial owner of an aggregate of approximately 10,080,207 Shares. This number consists of 4,420,420 Shares held by Aquiline Financial Services Fund L.P., 2,465,922 Shares held by Aquiline Financial Services Fund (Offshore) L.P., warrants exercisable into approximately 3,012,371 Shares held by Aquiline Capital Partners LLC, warrants exercisable into approximately 116,503 Shares held by Aquiline Financial Services Fund L.P. and warrants exercisable into approximately 64,991 Shares held by Aquiline Financial Services Fund (Offshore) L.P.

(b)

Percent of class:

Based on the Issuer having 74,878,137 Shares outstanding (the number of Shares outstanding as of November 13, 2008 reported by the Issuer in its most recent Quarterly Report on Form 10-Q), (i) Jeffrey W. Greenberg may be deemed to be the beneficial owner of approximately 12.9% of the total number of Shares outstanding and (ii) each of Aquiline Capital Partners LLC, Aquiline Holdings LLC, Aquiline Holdings LP and Aquiline Holdings GP Inc. may be deemed to be the beneficial owner of approximately 12.9% of the total number of Shares outstanding.

(c)

Number of shares as to which the reporting person has:

Jeffrey W. Greenberg

(i)

Sole power to vote or to direct the vote:

10,090,225

(ii)

Shared power to vote or to direct the vote:

0

(iii)

Sole power to dispose or to direct the disposition of:

10,090,225

(iv)

Shared power to dispose or to direct the disposition of:

0

Aquiline Capital Partners LLC

(i)

Sole power to vote or to direct the vote:

10,080,207

(ii)

Shared power to vote or to direct the vote:

0

(iii)

Sole power to dispose or to direct the disposition of:

10,080,207

(iv)

Shared power to dispose or to direct the disposition of:

0

Aquiline Holdings LLC

(i)

Sole power to vote or to direct the vote:

10,080,207

(ii)

Shared power to vote or to direct the vote:

0

(iii)

Sole power to dispose or to direct the disposition of:

10,080,207

(iv)

Shared power to dispose or to direct the disposition of:

0

Aquiline Holdings LP

(i)

Sole power to vote or to direct the vote:

10,080,207

(ii)

Shared power to vote or to direct the vote:

0

(iii)

Sole power to dispose or to direct the disposition of:

10,080,207

(iv)

Shared power to dispose or to direct the disposition of:

0

Aquiline Holdings GP Inc.

(i)

Sole power to vote or to direct the vote:

10,080,207

(ii)

Shared power to vote or to direct the vote:

0

(iii)

Sole power to dispose or to direct the disposition of:

10,080,207

(iv)

Shared power to dispose or to direct the disposition of:

0

Item 5.

Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6.

Ownership of More than Five Percent on Behalf of Another Person.

The investors in the Funds have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held by the Funds in accordance with their ownership interests in the Funds.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8.

Identification and Classification of Members of the Group.

Not applicable

Item 9.

Notice of Dissolution of Group.

Not applicable

Item 10.

Certification.

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2009

JEFFREY W. GREENBERG

/s/ Jeffrey W. Greenberg_____

Jeffrey W. Greenberg

AQUILINE HOLDINGS GP INC.

By:

Jeffrey W. Greenberg as its Sole Stockholder

/s/ Jeffrey W. Greenberg_____

Jeffrey W. Greenberg

AQUILINE HOLDINGS LP

By:

Aquiline Holdings GP Inc., as its General Partner

By:

Jeffrey W. Greenberg, as its Sole Stockholder

/s/ Jeffrey W. Greenberg

Jeffrey W. Greenberg

AQUILINE HOLDINGS LLC

By:

Aquiline Holdings LP, as its Managing Member

By:

Aquiline Holdings GP Inc., as its General Partner

By:

Jeffrey W. Greenberg, as its Sole Stockholder

/s/ Jeffrey W. Greenberg

Jeffrey W. Greenberg

AQUILINE CAPITAL PARTNERS LLC

By: Aquiline Capital Partners LLC, as its Managing Member

By:

Aquiline Holdings LP, as its Managing Member

By:

Aquiline Holdings GP Inc., as its General Partner

By:

Jeffrey W. Greenberg, as its Sole Stockholder

/s/ Jeffrey W. Greenberg_____

Jeffrey W. Greenberg