

VALIDUS HOLDINGS LTD  
Form 8-K/A  
May 12, 2010

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

FORM 8-K/A  
(Amendment No. 1)

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 5, 2010

**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))



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Explanatory Note: Pursuant to Instruction 1 to Item 5.07 of Form 8-K, this Amendment No.1 is being filed to provide final voting results for the Company's Annual General Meeting held on May 5, 2010.

**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 (the Annual General Meeting) of Validus Holdings, Ltd. (the Company) held on May 5, 2010 the shareholders of the Company approved the following:

(a) The election of four Class III Directors of the Company:

|                      | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------|------------|-----------------|-------------------------|
| Edward J. Noonan     | 87,113,650 | 1,907,949       | 6,759,132               |
| Jeffrey W. Greenberg | 79,109,317 | 9,912,282       | 6,759,132               |
| John J. Hendrickson  | 88,639,762 | 381,837         | 6,759,132               |
| Sumit Rajpal         | 88,505,635 | 515,964         | 6,759,132               |

(b) The appointment of PricewaterhouseCoopers to act as the registered independent public accounting firm for the Company for the year ending December 31, 2010:

|        | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|--------|------------|----------------|----------------|
| Total: | 95,535,897 | 240,741        | 4,093          |

(c) The election of Designated Company Directors of Non-U.S. subsidiaries:

|                            | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------------|------------|-----------------|-------------------------|
| Edward J. Noonan           | 88,411,468 | 610,131         | 6,759,132               |
| C.N. Rupert Atkin          | 88,673,257 | 348,342         | 6,759,132               |
| Patrick G. Barry           | 88,671,577 | 350,022         | 6,759,132               |
| Julian P. Bosworth         | 88,671,577 | 350,022         | 6,759,132               |
| Michael E.A. Carpenter     | 88,673,514 | 348,085         | 6,759,132               |
| Rodrigo Castro             | 88,671,480 | 350,119         | 6,759,132               |
| Jane S. Clouting           | 88,673,618 | 347,981         | 6,759,132               |
| Joseph E. (Jeff) Consolino | 88,672,868 | 348,731         | 6,759,132               |
| C. Jerome Dill             | 88,671,077 | 350,522         | 6,759,132               |
| Andrew Downey              | 88,673,514 | 348,085         | 6,759,132               |
| Kerry A. Emanuel           | 88,671,098 | 350,501         | 6,759,132               |
| Jonathan D. Ewington       | 88,671,577 | 350,022         | 6,759,132               |
| Andrew M. Gibbs            | 88,673,611 | 347,988         | 6,759,132               |

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|                     |            |         |           |
|---------------------|------------|---------|-----------|
| Michael Greene      | 88,671,577 | 350,022 | 6,759,132 |
| Nicholas Hales      | 88,673,514 | 348,085 | 6,759,132 |
| Mark S. Johnson     | 88,642,734 | 378,865 | 6,759,132 |
| Anthony J. Keys     | 88,671,480 | 350,119 | 6,759,132 |
| Robert F. Kuzloski  | 88,673,104 | 348,495 | 6,759,132 |
| Gillian S. Langford | 88,673,715 | 347,884 | 6,759,132 |
| Stuart W. Mercer    | 88,673,514 | 348,085 | 6,759,132 |
| Paul J. Miller      | 88,671,577 | 350,022 | 6,759,132 |
| Jean-Marie Nessi    | 88,673,028 | 348,571 | 6,759,132 |
| George P. Reeth     | 88,673,757 | 347,842 | 6,759,132 |
| Julian G. Ross      | 88,673,611 | 347,988 | 6,759,132 |
| Rafael Saer         | 88,670,973 | 350,626 | 6,759,132 |
| Verner G. Southey   | 88,671,577 | 350,022 | 6,759,132 |
| Guiseppe Venesiani  | 88,671,091 | 350,508 | 6,759,132 |
| Nigel D. Wachman    | 88,673,007 | 348,592 | 6,759,132 |
| Conan M. Ward       | 88,673,854 | 347,745 | 6,759,132 |
| Lixin Zeng          | 88,671,174 | 350,425 | 6,759,132 |

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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 12, 2010

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

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