

ARCH CAPITAL GROUP LTD.
Form 4
November 30, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
H&F CORP INVESTORS IV
BERMUDA LTD

2. Issuer Name and Ticker or Trading Symbol
ARCH CAPITAL GROUP LTD.
[ACGL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE MARITIME PLAZA, STE
1200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2005

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

SAN FRANCISCO, CA 94111

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$0.01 par value per share ⁽¹⁾ ₍₂₎	11/28/2005		C ⁽³⁾	5,000,000 ⁽³⁾	A ⁽³⁾ 6,602,224 ⁽⁴⁾	I	Partnership ⁽¹⁾ ₍₂₎
Common Shares, \$0.01 par value per share ⁽¹⁾	11/29/2005		J ⁽³⁾	5,000,000 ⁽³⁾	D ⁽³⁾ 1,602,224 ⁽⁴⁾	I	Partnership ⁽¹⁾ ₍₂₎

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preference Shares	<u>(4)</u>	11/28/2005		C <u>(3)</u>	5,000,000 <u>(3)</u>	<u>(5)</u>	<u>(5)</u>	Common Shares, \$0.01 par value per share	5,000,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
H&F CORP INVESTORS IV BERMUDA LTD ONE MARITIME PLAZA STE 1200 SAN FRANCISCO, CA 94111		X		

Signatures

/s/ Mitchell Cohen, Vice President 11/30/2005

 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) THE REPORTING PERSONS ARE, AND THIS FORM 4 IS FILED ON BEHALF OF, HFIV (BERMUDA), L.P. ("HFIV BERMUDA"), H&F INTERNATIONAL PARTNERS IV-A (BERMUDA), L.P. ("HFIP IV-A BERMUDA"), H&F INTERNATIONAL PARTNERS IV-B (BERMUDA), L.P. ("HFIP IV-B BERMUDA") AND H&F EXECUTIVE FUND (BERMUDA), L.P. ("HFEF BERMUDA") AND COLLECTIVELY, THE "PARTNERSHIPS". H&F INVESTORS IV (BERMUDA), L.P. ("HFI IV BERMUDA") IS THE SOLE GENERAL PARTNER OF EACH OF THE PARTNERSHIPS. H&F CORPORATE INVESTORS IV (BERMUDA),

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LTD. ("HFCI BERMUDA") IS THE SOLE GENERAL PARTNER OF HFI IV BERMUDA.

A FOUR MEMBER INVESTMENT COMMITTEE OF HFCI BERMUDA FORMED BY THE SHARE HOLDERS OF HFCI BERMUDA ("THE INVESTMENT COMMITTEE") HAS INVESTMENT DISCRETION OVER THE SECURITIES. AS A RESULT,

(2) HFCI BERMUDA AND HFI IV BERMUDA MAY BE DEEMED TO CONTROL THE PARTNERSHIPS. THE MEMBERS OF THE INVESTMENT COMMITTEE DISCLAIM BENEFICIAL OWNERSHIP, EXCEPT TO THE EXTENT OF THEIR RESPECTIVE INDIRECT PECUNIARY INTERESTS IN THE ISSUER.

ON NOVEMBER 28, 2006 29, 2005, HFPC IV BERMUDA, HFIP IV-A BERMUDA, HFIP IV-B BERMUDA AND HFEF BERMUDA CONVERTED 4,029,500, 661,500, 218,500 AND 90,500, SHARES, RESPECTIVELY (COLLECTIVELY 5,000,000), OF SERIES A

(3) CONVERTIBLE PREFERENCE SHARES OF THE ISSUER ("PREFERENCE SHARES") INTO AN EQUAL NUMBER OF COMMON SHARES OF THE ISSUER. IN ACCORDANCE WITH THE APPLICABLE PARTNERSHIP AGREEMENTS, THE PARTNESHIPS DISTRIBUTED ALL SUCH CONVERTED COMMON SHARES TO ITS LIMITED PARTNERS.

FOLLOWING CONVERSION OF THE PREFERENCE SHARES AND THE SUBSEQUENT DISTRIBUTION DESCRIBED IN NOTE 2, HFPC IV BERMUDA, HFIP IV-A BERMUDA, HFIP IV-B BERMUDA AND HFEF BERMUDA BENEFICIALLY OWN 6,242,079, 1,024,343, 338,397 AND 141,001 PREFERENCE SHARES, RESPECTIVELY (COLLECTIVELY 7,745,820

(4) PREFERENCE SHARES), AND 1,291,197, 211,921, 70,005 AND 29,101 COMMON SHARES, RESPECTIVELY (COLLECTIVELY 1,602,224 COMMON SHARES). SHARE COUNTS EXCLUDE 9,787 COMMON SHARES AND 5,100 OPTIONS TO ACQUIRE COMMON SHARES GRANTED TO JOHN BUNCE AND DAVID TUNNELL IN CONSIDERATION FOR THEIR SERVICE AS DIRECTORS OF THE ISSUERS THAT ARE HELD PROPORTIONATELY FOR THE BENEFIT OF THE PARTNERSHIPS.

SUBJECT TO CERTAIN RESTRICTIONS ON CONVERSION, THE SERIES A CONVERTIBLE PREFERENCE SHARES ARE CONVERTIBLE ON A ONE-FOR-ONE BASIS INTO COMMON SHARES AT THE OPTION OF THE HOLDER AND ARE

(5) MANDATORILY CONVERTIBLE INTO COMMON SHARES UPON THE OCCURRENCE OF CERTAIN EVENTS. THE CONVERSION RATIO IS SUBJECT TO ANTIDILUTION AND OTHER ADJUSTMENTS.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.