

Flagstone Reinsurance Holdings, S.A.

Form 3

September 06, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â VALIDUS HOLDINGS LTD

(Last) (First) (Middle)

29 RICHMOND ROAD

(Street)

PEMBROKE,Â D0Â HM08

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/30/2012

3. Issuer Name **and** Ticker or Trading Symbol

Flagstone Reinsurance Holdings, S.A. [FSR]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Shares, par value \$0.01 per share 16,000,000

I

See footnotes (1) (2) (3)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date Title3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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			Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (1)(2)(3)	Â (1)(2)(3)	Common Shares	14,939	\$ (1) (2) (3)	I See footnotes (1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALIDUS HOLDINGS LTD 29 RICHMOND ROAD PEMBROKE, D0 HM08	Â	Â X	Â	Â

Signatures

Validus Holdings, Ltd. /s/ Robert F. Kuzloski Title: Executive Vice President & Chief
Corporate Legal Officer

09/06/2012

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) On August 30, 2012, Validus Holdings, Ltd. ("Validus") entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 30, 2012, by and among Validus, Validus UPS, Ltd., a wholly owned subsidiary of Validus, Flagstone Reinsurance Holdings, S.A. ("Flagstone") and Flagstone Reinsurance Holdings (Bermuda) Limited, a wholly owned subsidiary of Flagstone, pursuant to which the successor in interest to Flagstone will be acquired by Validus.

(2) As an inducement for Validus to enter into the Merger Agreement, Validus entered into voting agreements with investment funds associated with Lightyear Capital and Trilantic Capital Partners (each, a "Shareholder" and collectively, the "Shareholders"), which collectively own approximately 22.5% of the outstanding Flagstone shares. Pursuant to the voting agreements, each Shareholder has agreed (i) to vote all of such Shareholder's Flagstone shares, among other things, in favor of approval of the Merger Agreement and (ii) to certain restrictions on transfer. A description of the voting agreements is set forth in a Schedule 13D filed by Validus on September 5, 2012.

(3) Validus is filing this statement solely because, as a result of the voting agreements, Validus may be deemed to share beneficial ownership of 16,000,000 Flagstone shares and 14,939 Flagstone restricted stock units, which represent approximately 22.5% of the outstanding Flagstone shares (based upon 71,058,922 outstanding Flagstone shares as of August 7, 2012 as reported in Flagstone's Form 10-Q for the quarterly period ended June 30, 2012). The filing of this Initial Statement of Beneficial Ownership of Securities on Form 3 shall not be construed as an admission by Validus that it is the beneficial owner of any Flagstone shares (or other securities) for purposes of Section 13(d), 13(g) or 16 of the Exchange Act, or for any other purposes, and such beneficial ownership is hereby expressly disclaimed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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