

ARCH CAPITAL GROUP LTD.
Form 4
June 06, 2013

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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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 *
Hutchings W Preston

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP & Chief Investment Officer

WESSEX HOUSE, 5TH FLOOR, 45 REID STREET

06/05/2013

(Street)

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

HAMILTON, D0 HM 12

(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)
			Code	V Amount (A) or (D) Price			
Common Shares, \$.0033 par value per share	05/15/2013		G	V <u>5,600</u> ⁽¹⁾ D \$ 0	45,447	D	
Common Shares, \$.0033 par value per share	05/15/2013		G	V 5,600 A \$ 0	110,097	I	By Company <u>(2)</u>
	06/05/2013		S	10,097 D	100,000	I	

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- (1) On May 15, 2013, 5,600 of the reporting person's directly owned common shares of the issuer were contributed to a company which is owned by a family trust; the beneficiaries of the family trust are the reporting person, his spouse and their children.
- (2) The shares are held by a company which is owned by a family trust; beneficiaries of the family trust are the reporting person, his spouse and their children.
- (3) Represents a weighted average sales price; the sales prices range from \$51.255 to \$51.46. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission or to the security holder of the issuer.

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. OM: black 1px solid; TEXT-ALIGN: left"> 9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

244,768

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%1

12TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 78467J100 13G

Item 1(a) Name of
Issuer:

The name of
the issuer is
SS&C
Technologies
Holdings, Inc.
(the
"Company").

Address of
Issuer's

Item 1(b) Principal
Executive
Offices:

The
Company's
principal
executive
office is
located at 80
Lamberton
Road,
Windsor, CT
06095.

Item 2(a) Name of
Person Filing:

This Schedule
13G is being
jointly filed
by and on
behalf of each
of MSD
Partners, L.P.,
formerly
named MSDC
Management,
L.P. ("MSD
Partners"),
MSD
Torchlight
Partners, L.P.

Explanation of Responses:

("MSD Torchlight"), and MSD Torchlight Partners (MM), L.P. (collectively, the "Reporting Persons"). Each of MSD Torchlight Partners (MM), L.P. and MSD Torchlight is the direct owner of the securities covered by this statement. MSD Partners is the investment manager of, and may be deemed to beneficially own securities beneficially owned by, MSD Torchlight and MSD Torchlight Partners (MM), L.P. MSD Partners (GP), LLC ("MSD GP") is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSD Partners.

Each of Glenn R. Fuhrman and Marc R. Lisker is a manager of, and may be deemed to beneficially own securities beneficially owned by, MSD GP.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 16, 2016, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for

the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each MSD Partners and MSD Torchlight is 645 Fifth Avenue, 21st Floor, New York, New York 10022.

The address of the principal business office of MSD Torchlight Partners (MM), L.P. is c/o Maples Corporate Services Limited, P.O. Box 309, Umland House, Grand Cayman, KY1-1104,

Cayman
Islands.

Item 2(c) Citizenship:

MSD Partners
and MSD
Torchlight are
each
organized as a
limited
partnership
under the
laws of the
State of
Delaware.
MSD
Torchlight
Partners
(MM), L.P. is
organized
under the
laws of
Cayman
Islands.

Item 2(d) Title of Class
of Securities:

Common
Stock

Item 2(e) CUSIP No.:

78467J100

Item 3 If this
statement is
filed pursuant
to Rules
13d-1(b), or
13d-2(b),
check whether
the person
filing is a:

Not
applicable.

Item 4 Ownership:

Explanation of Responses:

A. MSD Partners, L.P.

(a) Amount beneficially owned: 3,754,280

(b) Percent of class: 3.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,754,280

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,754,280

B. MSD Torchlight Partners, L.P.

(a) Amount beneficially owned: 3,509,512

(b) Percent of class: 3.6%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,509,512

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,509,512

C. MSD Torchlight Partners (MM), Ltd.

(a) Amount beneficially owned: 244,768

(b) Percent of class: 0.3%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 244,768

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 244,768

D. MSD Partners (GP), LLC

- (a) Amount beneficially owned: 3,754,280
- (b) Percent of class: 3.9%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,754,280
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,754,280

E. Glenn R. Fuhrman

- (a) Amount beneficially owned: 3,754,280
- (b) Percent of class: 3.9%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,754,280
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,754,280

F. Marc R. Lisker

- (a) Amount beneficially owned: 3,754,280
- (b) Percent of class: 3.9%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,754,280
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,754,280

Item 5 Ownership of
Five Percent
or Less of a
Class:

Explanation of Responses:

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:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

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:

By signing
below I
certify that, to
the best of my
knowledge
and belief, the
securities
referred to
above were
not acquired
and are not
held for the
purpose of or
with the effect
of changing or
influencing
the control of
the issuer of
the securities
and were not
acquired and
are not held in
connection
with or as
participant in
any
transaction
having that
purpose or
effect, other
than activities
solely in
connection
with a
nomination

Explanation of Responses:

under §
240.14a-11.

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.

Date: February 16, 2016

MSD Partners, L.P.

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners (MM),
L.P.

By: MSD Partners, L.P.
Its: Investment Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.
Its: Investment Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 16, 2016.



Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 16, 2016

MSD Partners, L.P.

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners (MM),
L.P.

By: MSD Partners, L.P.
Its: Investment Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Torchlight Partners, L.P.

By: MSD Partners, L.P.
Its: Investment Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager