

ASPEN INSURANCE HOLDINGS LTD

Form 8-K

April 01, 2009

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 31, 2009**

**ASPEN INSURANCE HOLDINGS LIMITED**

(Exact name of registrant as specified in its charter)

**Bermuda**

(State or other jurisdiction  
of incorporation)

**001-31909**

(Commission  
File Number)

**Not Applicable**

(I.R.S. Employer  
Identification No.)

**Maxwell Roberts Building**

**1 Church Street**

**Hamilton HM 11**

**Bermuda**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(441) 295-8201**

**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))
-

**TABLE OF CONTENTS**

Item 1.01 Entry into a Material Definitive Agreement

Item 7.01 Regulation FD Disclosure

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EXHIBIT 1.1

EXHIBIT 99.1

---

**Table of Contents**

**Item 1.01 Entry into a Material Definitive Agreement**

The Company has entered into an underwriting agreement in connection with the public offering of 1,220,000 of its ordinary shares (the "Offering") pursuant to a prospectus supplement to be filed with the Securities and Exchange Commission. The prospectus supplement relates to the prospectus included in a registration statement (File No. 333-148245) (the "Registration Statement") filed on Form F-3 with the SEC on December 21, 2007. The Company intends to use the proceeds from the Offering to repurchase a total of 2,672,500 (the "Repurchase") of its Perpetual Non-Cumulative Preference Shares (the "Perpetual Preference Shares"), with an aggregate liquidation preference of \$66,812,500 at a purchase price of \$12.50 per Perpetual Preference Share.

The Offering is required to effect the Repurchase under the terms of a Replacement Capital Covenant dated November 15, 2006 (the "RCC") entered into in connection with the original issuance of the Perpetual Preference Shares. The RCC provides, among other things, that with respect to any repurchase of the Perpetual Preference Shares before November 15, 2016, 75% of the repurchase price must be funded by the net proceeds from the sale of ordinary shares.

**Item 7.01 Regulation FD Disclosure**

On March 31, 2009, the Company issued a press release announcing its entry into an underwriting agreement in connection with the public offering and sale of 1,220,000 of its ordinary shares.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are filed as part of this report and the Company hereby incorporates by reference the underwriting agreement into the Registration Statement.:

1.1 Underwriting Agreement, dated March 31, 2009 among the Company and Deutsche Bank Securities Inc.

The following exhibit is furnished under Item 7.01 as part of this report:

99.1 Press release of the Company, dated March 31, 2009.

The information furnished under Item 7.01 Regulation FD Disclosure shall not be deemed filed for purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Table of Contents**

**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.

**ASPEN INSURANCE HOLDINGS  
LIMITED**

(Registrant)

Dated: March 31, 2009

By /s/ Julian Cusack  
Name: Julian Cusack  
Title: Chief Operating Officer