

ASPEN INSURANCE HOLDINGS LTD

Form 8-K

April 29, 2013

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): April 25, 2013

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.)

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141 Front Street

Hamilton HM 19

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))

Section 8 Other Events

Item 8.01 Other Events

On April 25, 2013, Aspen Insurance Holdings Limited (the Company), entered into an Underwriting Agreement (the Underwriting Agreement) with Barclays Capital Inc., Citigroup Global Markets Inc. and Goldman, Sachs & Co., as representatives of the several underwriters named in Schedule I thereto (the Underwriters), pursuant to which the Company agreed to sell, and the Underwriters agreed to purchase, subject to and upon terms and conditions set forth therein, an aggregate of 11,000,000 of the Company's newly designated 5.95% Fixed-to-Floating Rate Perpetual Non-Cumulative Preference Shares, par value \$0.15144558 per preference share and a liquidation preference of \$25.00 per preference share (representing \$275,000,000 in aggregate liquidation preference). The offering was made pursuant to an effective shelf registration statement (File No. 333-187742) (the Registration Statement) and is expected to close on May 2, 2013. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1.

A Form F-N is also attached hereto as Exhibit 99.1 in connection with the filing of the Registration Statement.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are filed as part of this report and are incorporated by reference into the Registration Statement:

1.1 Underwriting Agreement, dated April 25, 2013, among the Company and Barclays Capital Inc., Citigroup Global Markets Inc. and Goldman, Sachs & Co., as representatives of the underwriters named therein.

99.1 Form F-N

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: April 29, 2013

By: /s/ John Worth

Name: John Worth

Title: Chief Financial Officer