

ASPEN INSURANCE HOLDINGS LTD  
Form 8-A12B  
May 02, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) or (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**ASPEN INSURANCE HOLDINGS LIMITED**

(Exact Name of Registrant as Specified in its Charter)

**Bermuda**  
(State or Other Jurisdiction of  
Incorporation or Organization)

141 Front Street  
Hamilton HM 19

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

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**Bermuda**

**Telephone: (441) 295-8201**

**(Address of Principal Executive Offices)**

**(Telephone)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>5.95% Fixed-to-Floating Rate Perpetual Non-Cumulative Preference Shares</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-187742**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are the 11,000,000 5.95% Fixed-to-Floating Rate Perpetual Non-Cumulative Preference Shares (the Preference Shares ) of Aspen Insurance Holdings Limited (the Company ). For a description of the Preference Shares being registered hereunder, reference is made to the information set forth under the heading Description of the Preference Shares in the Company's Prospectus Supplement dated April 25, 2013 and filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended, with the Securities and Exchange Commission (the SEC ) on April 29, 2013, relating to the Company's Registration Statement on Form S-3 (File No. 333-187742) filed with the SEC on April 5, 2013, as amended from time to time (the Registration Statement ), which information is hereby incorporated by reference herein.

**Item 2. Exhibits.**

The following exhibits shall be, or have been, filed with the New York Stock Exchange, Inc. or the SEC:

- 3.1 Certificate of Incorporation and Memorandum of Association of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's 2003 Registration Statement on Form F-1 (Registration No. 333-110435) filed on November 12, 2003).
- 3.2 Amendments to the Memorandum of Association of the Company (incorporated herein by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K filed on May 4, 2009).
- 3.3 Amended and Restated Bye-laws of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 4, 2009).
- 4.1 Form of stock certificate evidencing the 5.95% Fixed-to-Floating Rate Perpetual Non-Cumulative Preference Shares (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 2, 2013).
- 4.2 Certificate of Designation of the Company's 5.95% Fixed-to-Floating Rate Perpetual Non-Cumulative Preference Shares (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 2, 2013).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**ASPEN INSURANCE HOLDINGS LIMITED**

(Registrant)

By: /s/ John Worth

Name: John Worth

Title: Chief Financial Officer

Date: May 2, 2013