

ALLEGHANY CORP /DE  
Form 8-K  
July 22, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): July 21, 2009  
Alleghany Corporation**

(Exact name of registrant as specified in its charter)

Delaware

1-9371

51-0283071

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

7 Times Square Tower, 17<sup>th</sup> Floor, New York, New  
York

10036

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 752-1356

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))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 21, 2009, Alleghany Corporation (the Corporation ) filed a Certificate of Elimination with the Secretary of State of the State of Delaware to eliminate its 5.75% Mandatory Convertible Preferred Stock (the 5.75% Preferred Stock ). The Certificate of Elimination (i) eliminated the previous designation of 1,132,000 shares of the 5.75% Preferred Stock, none of which were outstanding at the time of filing, (ii) upon such elimination, caused such shares of the 5.75% Preferred Stock to resume their status as authorized but unissued shares of preferred stock of the Corporation, without designation as to preference and (iii) eliminated from the Restated Certificate of Incorporation of the Corporation all references to the 5.75% Preferred Stock.

A copy of the Certificate of Elimination is filed herewith as Exhibit 3.1 and incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

3.1 Certificate of Elimination, dated July 21, 2009.

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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.

Date: July 21, 2009

ALLEGHANY CORPORATION

By: /s/ Roger B. Gorham  
Name: Roger B. Gorham  
Title: Senior Vice President  
(and chief financial officer)

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**Index to Exhibits**

| Exhibit Number | Exhibit Description                              |
|----------------|--|
| 3.1            | Certificate of Elimination, dated July 21, 2009. |