

ASPEN INSURANCE HOLDINGS LTD

Form 8-K

May 03, 2011

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**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): May 3, 2011**

**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))
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On April 28, 2011, Aspen Insurance Holdings Limited held its annual general meeting. Proxies were solicited by our management in connection with our 2011 Annual General Meeting. The voting results are set out below and there were no broker non-votes.

(1) Proposal regarding the approval of the compensation of the Company's Named Executive Officers, as disclosed in our report on Form 10-K, filed on February 25, 2011, as part of the non-binding advisory vote for Say-On-Pay.

	<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
Approval of Named Executive Officers Compensation	59,339,451	3,432,301	1,155,270

(2) Proposal regarding the re-election of Messrs. Christopher O Kane, John Cavoores, Liaquat Ahamed, and Ms. Heidi Hutter and the election of Mr. Albert Beer as Class I directors of the Company until 2014.

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>
Christopher O Kane	60,961,270	2,965,752
John Cavoores	60,961,279	2,965,743
Liaquat Ahamed	43,875,876	20,051,146
Heidi Hutter	61,686,231	2,240,791
Albert Beer	62,876,794	1,050,228

(3) Proposal regarding the Appointment of the Company's Independent Registered Public Accounting Firm.

At the 2011 Annual General Meeting, the Shareholders voted to approve the appointment of KPMG Audit Plc ( KPMG ) as our independent registered public accounting firm for the fiscal year ending December 31, 2011, and have authorized the Company's Board of Directors through the Audit Committee to set their remuneration.

	<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
KPMG	63,633,589	287,683	5,750

(4) Proposal regarding the approval of the 2011 Share Incentive Plan

At the 2011 Annual General Meeting, the Shareholders voted to approve the 2011 Share Incentive Plan. The 2011 Share Incentive Plan was not approved.

	<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
Approval of 2011 Share Incentive Plan	25,430,488	38,207,125	289,409

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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.

**ASPEN INSURANCE HOLDINGS LIMITED**

(Registrant)

Dated: May 3, 2011

By: /s/ Richard Houghton

Name: Richard Houghton

Title: Chief Financial Officer