

Allied World Assurance Co Holdings, AG  
Form 8-K  
February 03, 2011

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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):

February 3, 2011

Allied World Assurance Company Holdings, AG

(Exact name of registrant as specified in its charter)

Switzerland

001-32938

98-0681223

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

Lindenstrasse 8, Baar/Zug,

6340

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

+41-41-768-1080

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

On February 3, 2011, Allied World Assurance Company Holdings, Ltd ( Allied World Bermuda ), a subsidiary of Allied World Assurance Company Holdings, AG (the Company ), entered into a warrant repurchase agreement with American International Group, Inc. ( AIG ), a founding shareholder of the Company, pursuant to which Allied World Bermuda repurchased a warrant owned by AIG that entitled AIG to purchase a total of 2,000,000 of the Company's common shares for \$34.20 per share. The aggregate purchase price for the warrant was \$53,620,000, which is equal to 2,000,000 times the difference between \$61.01, the volume weighted average price as reported by Bloomberg LP of the Company's common shares over the 5-day trading period ending February 1, 2011, and \$34.20, the exercise price of the warrant. The repurchase has been executed separately from the Company's share repurchase program. This transaction was funded using available cash on hand.

The warrant repurchase agreement and the related press release are attached hereto as Exhibits 10.1 and 99.1, respectively, and are incorporated herein by reference. The description of the warrant repurchase agreement contained herein is qualified in its entirety by reference to the repurchase agreement filed herewith.

**Item 9.01. Financial Statements and Exhibits.**

***(d) Exhibits***

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                                                                                             |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1                      | Warrant Repurchase Agreement, dated as of February 3, 2011, by and between Allied World Assurance Company Holdings, Ltd and American International Group, Inc. |
| 99.1                      | Press release, dated February 3, 2011.                                                                                                                         |

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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.

Allied World Assurance Company Holdings, AG

*February 3, 2011*

By: */s/ Wesley D. Dupont*

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*Name: Wesley D. Dupont*

*Title: Executive Vice President, General Counsel and  
Corporate Secretary*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                             |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1               | Warrant Repurchase Agreement, dated as of February 3, 2011, by and between Allied World Assurance Company Holdings, Ltd and American International Group, Inc. |
| 99.1               | Press release, dated February 3, 2011.                                                                                                                         |