

Allied World Assurance Co Holdings, AG
Form 8-K
December 21, 2012

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): December 18, 2012

**ALLIED WORLD ASSURANCE COMPANY HOLDINGS,
AG**

(Exact Name of Registrant as Specified in Charter)

Switzerland
(State or Other Jurisdiction)

001-32938
(Commission)

98-0681223
(I.R.S. Employer)

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of Incorporation)

File Number)
Lindenstrasse 8

Identification No.)

6340 Baar

Zug, Switzerland

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: 41-41-768-1080

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))

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

At the 2012 Annual Shareholder Meeting of Allied World Assurance Company Holdings, AG (the "Company"), the Company's shareholders approved a dividend in the form of a par value reduction payable in four quarterly installments. The aggregate par value reduction amount was 1.32 Swiss francs (CHF), which was equal to \$1.50 per share, or \$0.375 per quarter, at the time of the annual meeting. The par value reduction amount for each installment will be adjusted up or down to equal \$0.375 per share near the time of payment, subject to an aggregate cap for the four installments of CHF 1.98, as further described in the Company's 2012 Proxy Statement, dated March 16, 2012.

For the third installment, the par value reduction amount was fixed at CHF 0.34 or \$0.375 per share based on the USD/CHF exchange rate of 0.9324 on December 7, 2012. Accordingly, the Company's shareholders of record at the close of business on December 18, 2012 will receive the dividend scheduled for payment on December 26, 2012. Following the par value reduction, the par value of the Company's shares is CHF 12.64 per share. To accomplish the second installment of the par value reduction, the Company amended and restated its Articles of Association, which became effective upon registration in the Commercial Register in the Canton of Zug, Switzerland on December 18, 2012.

A copy of the Company's amended and restated Articles of Association is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Articles of Association of Allied World Assurance Company Holdings, AG, as amended and restated.

SIGNATURE

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

Dated: December 21, 2012

By: /s/ Wesley D. Dupont
Name: Wesley D. Dupont
Title: Executive Vice President & General Counsel

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EXHIBIT INDEX

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