

TRANSATLANTIC HOLDINGS INC

Form 425

July 18, 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): July 18, 2011**

**ALLIED WORLD ASSURANCE COMPANY HOLDINGS, AG**  
(Exact Name of Registrant as Specified in Charter)

**Switzerland**  
(State or Other Jurisdiction  
of Incorporation)

**001-32938**  
(Commission File Number)

**98-0681223**  
(I.R.S. Employer  
Identification No.)

**Lindenstrasse 8  
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))
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**Item 8.01. Other Events.**

On July 18, 2011, Allied World Assurance Company Holdings, AG ( Allied World ) issued a press release in response to the July 12, 2011 unsolicited acquisition proposal sent by Validus Holdings, Ltd. to Transatlantic Holdings, Inc. ( Transatlantic ). Allied World, GO Sub, LLC and Transatlantic entered into a previously announced agreement and plan of merger, dated as of June 12, 2011, providing for a merger of equals business combination of Allied World and Transatlantic. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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

***(d) Exhibits***

**Exhibit**

**Number    Description**

99.1            Press release, dated July 18, 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**

Dated: July 18, 2011

By: /s/ Wesley D. Dupont  
Name: Wesley D. Dupont  
Title: Executive Vice President, General Counsel and  
Corporate Secretary

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**EXHIBIT INDEX**

**Exhibit**

**Number    Description**

99.1        Press release, dated July 18, 2011.