

ASPEN INSURANCE HOLDINGS LTD  
Form SC 14D9/A  
July 08, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14D-9**  
**(Rule 14d-101)**  
**SOLICITATION/RECOMMENDATION STATEMENT**  
**UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 5)**

**ASPEN INSURANCE HOLDINGS LIMITED**  
**(Name of Subject Company)**

**ASPEN INSURANCE HOLDINGS LIMITED**  
**(Name of Person(s) Filing Statement)**

**ORDINARY SHARES, PAR VALUE 0.15144558¢ PER SHARES**  
**(Title of Class of Securities)**

**G05384105**

**(CUSIP Number of Class of Securities)**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications  
on Behalf of the Person(s) Filing Statement)**

*With copies to:*

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 to Schedule 14D-9 amends and supplements the Schedule 14D-9 originally filed by Aspen Insurance Holdings Limited, a Bermuda exempted company ( Aspen or the Company ), with the Securities and Exchange Commission on June 17, 2014 (as amended from time to time, the Statement ). Capitalized terms used but not defined herein have the meanings ascribed to them in the Statement.

Except as otherwise noted below, no changes are being made to the Statement.

**Item 9. Exhibits**

Item 9 is hereby amended and supplemented by adding the following exhibits:

**Exhibit**

<b>No.</b>	<b>Description</b>
(a)(22)	News Article, reported in Property Casualty 360 on July 7, 2014, featuring statements by Aspen CEO Chris O Kane

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

ASPEN INSURANCE HOLDINGS LIMITED

By: /s/ Michael Cain

Name: Michael Cain

Title: Group General Counsel

Dated: July 8, 2014

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