

ASPEN INSURANCE HOLDINGS LTD  
Form 8-A12B  
November 15, 2006

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF  
SECURITIES PURSUANT TO SECTION 12(B) OR 12(G)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Aspen Insurance Holdings Limited

(Exact Name of Registrant as Specified in Its Charter)

Bermuda

(Jurisdiction of Incorporation or Organization)

Not applicable

(IRS Employer Identification No.)

Maxwell Roberts Building  
1 Church Street  
Hamilton HM 11  
Bermuda  
(Address of Principal Executive Offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [ X ]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [ ]

Securities Act registration statement file number to which this form relates: 333-129214

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which each  
class is to be registered  
New York Stock Exchange

7.401% Perpetual Non-Cumulative  
Preference Shares

Securities to be registered pursuant to Section 12(g) of the Act:

None

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(Title of Class)

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Item 1. Description of Registrants' Securities to be Registered

The class of securities to be registered is the 7.401% Perpetual Non-Cumulative Preference Shares of Aspen Insurance Holdings Limited (the "Company"). For a description of the 7.401% Perpetual Non-Cumulative Preference Shares being registered hereunder, reference is made to the description contained under the heading "Description of Preference Shares" beginning on page S-16 in the Prospectus Supplement, filed on November 14, 2006 (Registration No. 333-129214), which is incorporated herein by reference and made part of this Registration Statement.

Item 2. Exhibits

- 3.1 Certificate of Incorporation and Memorandum of Association of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's 2003 Registration Statement on Form F-1 (Registration No. 333-110435)).
  - 3.2 Amended and Restated Bye-Laws of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 27, 2005 and Item 5.02 of the Company's Current Report on Form 8-K filed on May 26, 2006).
  - 4.1 Certificate of Designations of the Company's 7.401% Perpetual Non-Cumulative Preference Shares, dated November 15, 2006 (incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K, filed with the SEC on November 15, 2006).
  - 4.2 Specimen Preference Share Certificate for the Company's 7.401% Perpetual Non-Cumulative Preference Shares, dated November 15, 2006 (incorporated by reference to Exhibit 4.2 of our Current Report on Form 8-K, filed with the SEC on November 15, 2006).
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 15, 2006

Aspen Insurance Holdings Limited  
(Registrant)

By: /s/ Christopher O'Kane  
Name: Christopher O'Kane  
Title: Chief Executive Officer

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