#### Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 4

#### ASPEN INSURANCE HOLDINGS LTD

Form 4

February 10, 2017

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

0.5

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

SECURITIES

Estimated average burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Vacher Kate			2. Issuer Name <b>and</b> Ticker or Trading Symbol ASPEN INSURANCE HOLDINGS LTD [AHL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) ASPEN INSULIMITED, 14			3. Date of Earliest Transaction (Month/Day/Year) 02/08/2017	Director 10% Owner X Officer (give title Other (specify below) Director of Underwriting		
(Street) HAMILTON, D0 HM19			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (	Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Ordinary	02/08/2017		Code V	Amount 1,096	or (D)	Price	(Instr. 3 and 4) 26,796	D	
Shares	02/06/2017		Λ	1,070	Λ	111	20,770	D	
Ordinary Shares	02/08/2017		F(2)	516	D	\$ 56.45	26,280	D	
Ordinary Shares	02/08/2017		A	627	A	<u>(1)</u>	26,907	D	
Ordinary Shares	02/08/2017		F(2)	295	D	\$ 56.45	26,612	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (2016 Grant)	(3)	02/08/2017		M	1,096	<u>(4)</u>	<u>(4)</u>	Ordinary Shares	1,096	
Restricted Share Units (2015 Part Bonus)	(3)	02/08/2017		M	627	<u>(5)</u>	<u>(5)</u>	Ordinary Shares	627	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· · · ·	Director	10% Owner	Officer	Other		

Vacher Kate

ASPEN INSURANCE HOLDINGS LIMITED 141 FRONT STREET

HAMILTON, D0 HM19

Director of Underwriting

## **Signatures**

/s/Silvia Martinez as Attorney-in-fact for Kathryn
Vacher
02/10/2017

\*\*Signature of Reporting Person Date

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### **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

of Ordinary Shares equal to the number of Restricted Share Units then vesting.

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Ordinary shares acquired upon mandatory conversion of previously granted Restricted Share Units.
- (2) Ordinary shares withheld in order to satisfy tax liability upon vesting of previously granted Restricted Share Units.
- (3) Each Restricted Share Unit represents the right to receive one share of the Issuer's Ordinary Shares.
- Represents 2016 Restricted Share Units granted on February 8, 2016 under our 2013 Share Incentive Plan. One-third of the 2016 Restricted Share Units vests annually on the anniversary of the grant date over a three-year period, in each case subject to the Reporting Person's continued service. Upon vesting of the 2016 Restricted Share Units, the Reporting Person shall be entitled to received a number
  - Represents a portion of the Reporting Person's annual bonus for 2015 paid in Restricted Share Units. The Restricted Share Units were granted on February 8, 2016. One-third of the Restricted Share Units vest annually on the anniversary of the grant date over a three-year
- (5) period, in each case subject to the Reporting Person's continued service, unless terminated without cause or by the Reporting Person for good reason. Upon vesting of the Restricted Share Units, the Reporting Person shall be entitled to receive a number of Ordinary Shares equal to the number of Restricted Share Units then vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.