

ASPEN INSURANCE HOLDINGS LTD

Form 8-K

December 10, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 7, 2010**

**ASPEN INSURANCE HOLDINGS LIMITED**

(Exact name of registrant as specified in its charter)

**Bermuda**

(State or other jurisdiction  
of incorporation)

**001-31909**

(Commission  
File Number)

**Not Applicable**

(I.R.S. Employer  
Identification No.)

**Maxwell Roberts Building**

**1 Church Street**

**Hamilton HM 11**

**Bermuda**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(441) 295-8201**

**Not Applicable**

(Former name or former address, if changed since last report)

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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**Section 1 Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement**

On December 10, 2010, Aspen Insurance Holdings Limited (the Company) issued \$250 million aggregate principal amount of the Company's 6.00% Senior Notes due 2020 (the Notes). The Notes were offered pursuant to a registration statement (File No. 333-148245) (the Registration Statement) filed on Form F-3 with the U.S. Securities and Exchange Commission on December 21, 2007. The Company intends to use the net proceeds from the offering for general corporate purposes.

The Company will pay interest on the Notes at the rate of 6.00% per annum payable semi-annually on each June 15 and December 15, commencing June 15, 2011. The Notes will mature on December 15, 2020.

The Notes are redeemable, at the Company's option, at any time prior to maturity, at par plus a make-whole premium, together with accrued and unpaid interest, if any, to, but excluding, the redemption date.

In connection with this agreement, the Company entered into several contracts as described below.

**Underwriting Agreement**

On December 7, 2010, the Company entered into an underwriting agreement with Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as representatives of the underwriters named therein (the Underwriting Agreement), with respect to the offer and sale of the Notes. The Underwriting Agreement is attached as Exhibit 1.1 hereto.

**Second Supplemental Indenture**

The Notes are to be issued pursuant to an indenture, which the Company entered into with Deutsche Bank Trust Company Americas, as Trustee, on August 16, 2004 (the Base Indenture), as supplemented by the Second Supplemental Indenture, which the Company entered into with Deutsche Bank Trust Company Americas, as Trustee, on December 10, 2010 (the Second Supplemental Indenture). The Second Supplemental Indenture is attached as Exhibit 4.1 hereto.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are filed as part of this report and are incorporated by reference into the Registration Statement:

- 1.1 Underwriting Agreement, dated December 7, 2010, among the Company, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as representatives of the underwriters named therein.
  
- 4.1 Second Supplemental Indenture, dated December 10, 2010, to the Base Indenture, dated as of August 16, 2004, between the Company and Deutsche Bank Trust Company Americas.
  
- 5.1 Opinion of Dewey & LeBoeuf LLP.
  
- 5.2 Opinion of Appleby.
  
- 23.1 Consent of Dewey & LeBoeuf LLP (included in Exhibit 5.1).
  
- 23.2 Consent of Appleby (included in Exhibit 5.2).

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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.

**ASPEN INSURANCE HOLDINGS LIMITED**  
(Registrant)

Dated: December 10, 2010

By: /s/ Richard Houghton  
Name: Richard Houghton  
Title: Chief Financial Officer

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