

Allied World Assurance Co Holdings, AG
Form POSASR
August 03, 2017

As filed with the Securities and Exchange Commission on August 3, 2017

Registration No. 333-205082

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ALLIED WORLD
ASSURANCE COMPANY
HOLDINGS, AG

(Exact name of registrant as specified in its charter)

Zug, Switzerland

(State or other jurisdiction of incorporation or

ALLIED WORLD
ASSURANCE COMPANY
HOLDINGS, LTD

(Exact name of registrant as specified in its charter)

Pembroke, Bermuda

(State or other jurisdiction of incorporation or

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organization)

organization)

98-0681223

(I.R.S. Employer Identification Number)

**GUBELSTRASSE 24
PARK TOWER, 15th FLOOR
6300 ZUG, SWITZERLAND
41-41-768-1080**

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive
offices)

98-0481737

(I.R.S. Employer Identification Number)

**27 RICHMOND ROAD
PEMBROKE HM 08
BERMUDA
(441) 278-5400**

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive
offices)

CT Corporation System

111 Eight Avenue, 13th Floor

New York, New York 10011

(212) 894-89400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Wesley D. Dupont, Esq.

Executive Vice President and General Counsel
Allied World Assurance Company Holdings, AG
Park Tower, 15th floor
Gubelstrasse 24, 6300 Zug, Switzerland
+41-41-768-1080

Steven A. Seidman, Esq.

Sean M. Ewen, Esq.
Willkie Farr & Gallagher LLP
787 7th Avenue
New York, New York 10019
1 (212) 728 8000

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF SECURITIES

Allied World Assurance Company Holdings, AG and Allied World Assurance Company Holdings, Ltd (collectively, the Registrants) are filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3, which was originally filed with the Securities and Exchange Commission on June 19, 2015 (file no. 333-205082) (the Registration Statement) to deregister any and all securities that remain unsold under the Registration Statement.

Pursuant to an Agreement and Plan of Merger, dated as of December 18, 2016 (the Merger Agreement), a wholly-owned subsidiary of Fairfax Financial Holdings Limited (Fairfax) completed an exchange offer to acquire all of the outstanding common shares, par value CHF 4.10 per share, of Allied World Assurance Company Holdings, AG (the Common Shares) on July 6, 2017. As publicly reported, pursuant to the exchange offer, Fairfax acquired approximately 94.6% of the outstanding Common Shares. On July 27, 2017, following the filing of a Form 25, the Common Shares were delisted from the New York Stock Exchange and are no longer publicly traded.

Accordingly, pursuant to an undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that remain unsold at the termination of the offering, the Registrant hereby amends the Registration Statement by deregistering all of the Common Shares that were registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Allied World Assurance Company Holdings, AG certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 3, 2017.

ALLIED WORLD ASSURANCE COMPANY HOLDINGS, AG

By: /s/ Wesley D. Dupont
Name: Wesley D. Dupont
Title: Executive Vice President & General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|----------------------------------|--|----------------|
| /s/ * Scott A. Carmilani | Chief Executive Officer, President and Director (Principal Executive Officer) | August 3, 2017 |
| /s/ * Kent W. Ziegler | Senior Vice President, Finance and Chief Accounting Officer (Principal Financial and Accounting Officer) | August 3, 2017 |
| /s/ * Barbara T. Alexander | Director | August 3, 2017 |
| /s/ * Bart Friedman | Director | August 3, 2017 |
| Patricia L. Guinn | Director | August 3, 2017 |
| Fiona E. Luck | Director | August 3, 2017 |
| /s/ * Patrick de Saint-Aignan | Director | August 3, 2017 |
| /s/ * Eric S. Schwartz | Director | August 3, 2017 |

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| Signature | Title | Date |
|---|--|----------------|
| /s/ * Samuel J. Weinhoff | Director | August 3, 2017 |
| /s/ * Name: Puglisi & Associates | Authorized Representative in the United States | August 3, 2017 |
| *By: /s/ Wesley D. Dupont Wesley D. Dupont, Attorney-in-Fact | | August 3, 2017 |

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ALLIED WORLD ASSURANCE COMPANY HOLDINGS, LTD

By: /s/ L. Michael McCrimmon
Name: L. Michael McCrimmon
Title: President, North American Property & Bermuda Branch Manager

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|--|----------------|
| /s/ L. Michael McCrimmon L. Michael McCrimmon | President, North American Property & Bermuda Branch Manager, Director (Principal Executive, Financial and Accounting Officer) | August 3, 2017 |
| /s/ * Scott A. Carmilani | Director | August 3, 2017 |
| /s/ Wesley D. Dupont Wesley D. Dupont | Director | August 3, 2017 |
| /s/ * Name: Puglisi & Associates | Authorized Representative in the United States | August 3, 2017 |
| *By: /s/ Wesley D. Dupont Wesley D. Dupont, Attorney-in-Fact | | August 3, 2017 |