

ASSURED GUARANTY LTD

Form 8-K

September 01, 2009

## **UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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); August 26, 2009**





**ASSURED GUARANTY LTD.**

**(Exact name of registrant as specified in its charter)**

**Bermuda**  
(State or other jurisdiction of  
incorporation or organization)

**001-32141**  
(Commission File Number)

**98-0429991**  
(I.R.S. Employer Identification No.)





**Assured Guaranty Ltd.**

**30 Woodbourne Avenue**

**Hamilton HM 08 Bermuda**

(Address of principal executive offices)



**Registrant's telephone number, including area code:** (441) 299-9375





**Not applicable**

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



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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 (*see* General Instruction A.2. below):

- 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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**Item 1.01 Entry Into a Material Definitive Agreement**

As of August 26, 2009, Assured Guaranty Ltd. ( Assured ), and its indirectly wholly owned subsidiary, Financial Security Assurance Holdings Ltd. ( FSAH ), entered into a supplemental indenture to the amended and restated trust indenture, dated as of February 24, 1999, between FSAH and U.S. Bank National Association, as trustee, governing FSAH s \$100,000,000 aggregate principal amount of 67/8% Quarterly Interest Bond Securities due 2101, \$230,000,000 aggregate principal amount of 6.25% Notes due November 1, 2102 and \$100,000,000 aggregate principal amount of 5.60% Notes due July 15, 2103. Pursuant to the supplemental indenture, Assured agreed, on the terms and subject to the conditions set forth in the supplemental indenture, to unconditionally guarantee the aforementioned securities. The supplemental indenture is attached to this Current Report on Form 8-K as Exhibit 99.1.

As of August 26, 2009, Assured and FSAH entered into a supplemental indenture to the indenture, dated as of November 22, 2006, between FSAH and The Bank of New York Mellon, as trustee, governing FSAH s \$300,000,000 aggregate principal amount of Junior Subordinated Debentures, Series 2006-1. Pursuant to the supplemental indenture, Assured agreed, on the terms and subject to the conditions set forth in the supplemental indenture, to unconditionally guarantee on a junior subordinated basis the aforementioned securities. The supplemental indenture is attached to this Current Report on Form 8-K as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Supplemental indenture, dated as of August 26, 2009, between Assured Guaranty Ltd., Financial Security Assurance Holdings Ltd. and U.S. Bank National Association, as trustee |
| 99.2               | Supplemental indenture, dated as of August 26, 2009, between Assured Guaranty Ltd., Financial Security Assurance Holdings Ltd. and The Bank of New York Mellon, as trustee    |



**SIGNATURES**





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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 thereunto duly authorized.

ASSURED GUARANTY LTD.

By: /s/ James M. Michener  
James M. Michener  
General Counsel and Secretary

DATE September 1 , 2009

**EXHIBIT INDEX**

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