

Maiden Holdings, Ltd.
Form 8-K
November 25, 2013

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): November 18, 2013

MAIDEN HOLDINGS, LTD.

(Exact name of registrant as specified in its charter)

Bermuda **001-34042** **98-0570192**
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

131 Front Street, Hamilton HM12, Bermuda

(Address of principal executive offices and zip code)

(441) 292-7090

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(Registrant's telephone number, including area code)

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))

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information required by Item 2.03 contained in Item 8.01 below is incorporated by reference herein.

Item 8.01 Other Events.

On November 18, 2013, Maiden Holdings, Ltd. (the “Registrant”) and its wholly-owned subsidiary, Maiden Holdings North America, Ltd. (the “Issuer”), entered into an Underwriting Agreement by and among the Issuer, the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, Wells Fargo Securities, LLC and Goldman, Sachs & Co., as representatives of the several underwriters named therein (the “Underwriters”), relating to the issuance and sale by the Issuer of up to \$152,500,000 aggregate principal amount of its 7.75% Notes due 2043 (the “Notes”). The obligations of the Issuer under the Notes will be fully and unconditionally guaranteed by the Registrant (the “Guarantee,” and together with the Notes, the “Securities”). The Securities will be issued pursuant to an Indenture, dated as of June 24, 2011, by and among the Issuer, the Registrant and Wilmington Trust Company, as trustee (the “Trustee”), as supplemented by the Third Supplemental Indenture, dated as of November 25, 2013, by and among the Issuer, the Registrant and the Trustee. The Securities have been registered under the Securities Act of 1933, as amended (the “Act”), pursuant to a shelf registration statement on Form S-3 (File Nos. 333-192214 and 333-192214-01) previously filed by the Registrant and the Issuer with the Securities and Exchange Commission under the Act.

Item 9.01 Financial Statements and Exhibits.

(c) **Exhibits.**

| Exhibit No. | Description |
|--------------------|---|
| 1.1 | Underwriting Agreement, dated November 18, 2013, by and among Maiden Holdings North America, Ltd., Maiden Holdings, Ltd. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, Wells Fargo Securities, LLC and Goldman, Sachs & Co., as representatives of the several underwriters named therein |
| 4.1 | Form of Indenture for Debt Securities by and among Maiden Holdings North America, Ltd., Maiden Holdings, Ltd., as guarantor, and Wilmington Trust Company, as trustee* |
| 4.2 | Third Supplemental Indenture, dated November 25, 2013, by and among Maiden Holdings North America, Ltd., Maiden Holdings, Ltd., as guarantor, and Wilmington Trust Company, as trustee |
| 4.3 | Form of 7.75% Notes due 2043 (included in Exhibit 4.2) |

- 5.1 Opinion of Conyers Dill & Pearman Limited
- 5.2 Opinion of Sidley Austin LLP
- 23.1 Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1)
- 23.2 Consent of Sidley Austin LLP (included in Exhibit 5.2)
- 99.1 Press Release dated November 18, 2013
- 99.2 Press Release dated November 25, 2013

* Incorporated by reference to the same-numbered exhibit of the Registration Statement of Maiden Holdings North America, Ltd. and Maiden Holdings, Ltd. on Form S-3 (File Nos. 333-172107 and 333-172107-01), filed with the SEC on February 7, 2011.

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 thereunto duly authorized.

MAIDEN HOLDINGS, LTD.

Date: November 25, 2013 By: /s/ Lawrence F. Metz
Lawrence F. Metz
Senior Vice President, General Counsel and Secretary

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