

ALLIED WORLD ASSURANCE CO HOLDINGS LTD

Form DEFA14A

October 01, 2010

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**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): September 30, 2010**

ALLIED WORLD ASSURANCE COMPANY HOLDINGS, LTD
(Exact Name of Registrant as Specified in Charter)

Bermuda
(State or Other Jurisdiction
of Incorporation)

001-32938
(Commission File Number)

98-0481737
(I.R.S. Employer
Identification No.)

27 Richmond Road
Pembroke HM 08, Bermuda
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (441) 278-5400

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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Item 8.01. Other Events.

On September 30, 2010, Allied World Assurance Company Holdings, Ltd announced that its board of directors has unanimously approved a plan for the group holding company to redomesticate its place of incorporation from Bermuda to Switzerland (the Redomestication). The completion of the Redomestication is subject to approval by Allied World s shareholders and the Supreme Court of Bermuda. Holders of Allied World s voting and non-voting common shares will be asked to vote in favor of a Scheme of Arrangement at special court-ordered meetings that are expected to be scheduled for later this year. A preliminary proxy statement with respect to such shareholder meetings will be filed with the U.S. Securities and Exchange Commission (the Proxy Statement). If the Scheme of Arrangement is approved by the holders of the company s voting and non-voting common shares, the Supreme Court of Bermuda is expected to hold a hearing to approve the Scheme of Arrangement. Assuming the Company receives the necessary shareholder and court approvals, and certain other conditions described in the Proxy Statement are satisfied, the company expects the Redomestication to be completed by the end of the calendar year 2010. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number Description

99.1 Press release, dated September 30, 2010.

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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.

**ALLIED WORLD ASSURANCE COMPANY
HOLDINGS, LTD**

Dated: September 30, 2010

By: /s/ Wesley D. Dupont

Name: Wesley D. Dupont

Title: Executive Vice President, General Counsel and
Corporate Secretary

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EXHIBIT INDEX

Exhibit

Number Description

99.1 Press release, dated September 30, 2010.