

ALLIED WORLD ASSURANCE CO HOLDINGS LTD

Form POSASR

December 01, 2010

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As filed with the Securities and Exchange Commission on December 1, 2010

Registration No. 333-148409

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

Bermuda
(State or other jurisdiction of
incorporation or organization)

98-0481737
(IRS Employer Identification No.)

**27 Richmond Road
Pembroke HM 08
Bermuda**
(Address of Principal Executive Offices)

HM 08
(Zip Code)

**CT CORPORATION SYSTEM
111 EIGHTH AVENUE, 13TH FLOOR
NEW YORK, NEW YORK 10011
(212) 894-8940**
(Name, address, and telephone number of agent for service)
with copies to:

**WESLEY D. DUPONT, ESQ.
ALLIED WORLD ASSURANCE COMPANY
HOLDINGS, LTD
27 RICHMOND ROAD
PEMBROKE HM 08, BERMUDA
(441) 278-5400
(441) 295-5753 (FACSIMILE)**

**STEVEN A. SEIDMAN, ESQ.
JEFFREY S. HOCHMAN, ESQ.
WILLKIE FARR & GALLAGHER LLP
787 SEVENTH AVENUE
NEW YORK, NY 10019
(212) 728-8000
(212) 728-8111 (FACSIMILE)**

Approximate date of commencement of proposed sale to the public: This post-effective amendment deregisters the securities that remain unsold hereunder as of the date hereof.

If the only securities being registered on this Form are to be 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:

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:

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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, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|---|--|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |
|---|--|--|---|

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DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the following Registration Statement filed by Allied World Assurance Company Holdings, Ltd, a Bermuda company (the Company), on Form S-3 (the Registration Statement):

Registration Statement 333-148409, pertaining to the shelf registration of an indeterminate number or amount of securities of the Company, consisting of: senior and subordinated debt securities (collectively, the Company Debt Securities); common shares, par value \$0.03 per share (the Common Shares); preference shares (the Preference Shares); depositary shares representing fractional interests in the Common Shares and Preference Shares (the Depositary Shares); warrants to purchase Common Shares (the Common Share Warrants), warrants to purchase Preference Shares (the Preference Share Warrants) and warrants to purchase Company Debt Securities (the Debt Warrants, and, together with the Common Share Warrants and Preference Share Warrants, the Warrants); share purchase contracts (the Share Purchase Contracts); share purchase units (the Share Purchase Units); and units consisting of any combination of the foregoing securities (the Units). The Company Debt Securities, Common Shares, Preference Shares, Depositary Shares, Warrants, Share Purchase Contracts, Share Purchase Units and Units are herein referred to collectively as the Securities. The Registration Statement was filed with the U.S. Securities and Exchange Commission on December 31, 2007.

On November 26, 2010, the Company received approval from the Supreme Court of Bermuda of a Scheme of Arrangement under Bermuda law (the Scheme of Arrangement) that would change the place of incorporation of the ultimate parent company of the Company and its subsidiaries from Bermuda to Switzerland. The Scheme of Arrangement became effective upon receipt of the court approval and the filing of such approval with the Bermuda Registrar of Companies on November 30, 2010.

The Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to terminate the effectiveness of the Registration Statement and deregister all of the Securities that remain unsold hereunder as of December 1, 2010. As a result of this deregistration, no such Securities remain registered pursuant to the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing an amendment 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 Zug, Switzerland, on December 1, 2010.

**ALLIED WORLD ASSURANCE COMPANY
HOLDINGS, LTD**

By: /s/ Scott A. Carmilani
Name: Scott A. Carmilani
Title: President and Chief Executive
Officer

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 Name: Scott A. Carmilani | President, Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i> | December 1, 2010 |
| /s/ Joan H. Dillard Name: Joan H. Dillard | Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i> | December 1, 2010 |
| Name: Barbara T. Alexander | Director | |
| * | Director | December 1, 2010 |
| Name: James F. Duffy | | |
| * | Director | December 1, 2010 |
| Name: Bart Friedman | | |
| * | Director | December 1, 2010 |
| Name: Scott Hunter | | |

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| Signature | | Title | Date |
|---------------------------------------|---|--|------------------|
| | * | Director | December 1, 2010 |
| Name: Mark R. Patterson | | | |
| | | Director | |
| Name: Patrick de Saint-Aignan | | | |
| | * | Director | December 1, 2010 |
| Name: Samuel J. Weinhoff | | | |
| /s/ Donald J. Puglisi | | Authorized Representative in the United States | December 1, 2010 |
| Puglisi & Associates | | | |
| * By: /s/ Wesley D. Dupont | | | December 1, 2010 |
| Wesley D. Dupont, Attorney-in-Fact | | | |

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| Exhibit No. | Description of Exhibit | |
|-------------|---------------------------------------|-----|
| 24 | Power of Attorney (previously filed). | -5- |