

FREDERICO DOMINIC
Form 4
September 04, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FREDERICO DOMINIC

2. Issuer Name and Ticker or Trading Symbol
ASSURED GUARANTY LTD
[AGO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 WOODBOURNE AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
President/CEO/Deputy Chairman

HAMILTON, D0 HM08

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Shares | 06/26/2018 | | G | V | 5,560 | D | \$ 0 | 1,180,680.0034 | D |
| Common Shares | 06/26/2018 | | G | V | 5,560 | D | \$ 0 | 1,175,120.0034 | D |
| Common Shares | 06/26/2018 | | G | V | 700 | D | \$ 0 | 1,174,420.0034 | D |
| Common Shares | 06/26/2018 | | G | V | 560 | D | \$ 0 | 1,173,860.0034 | D |
| Common Shares | 06/27/2018 | | G | V | 280 | D | \$ 0 | 1,173,580.0034 | D |
| | 06/27/2018 | | G | V | 2,100 | D | \$ 0 | 1,171,480.0034 | D |

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| | | | | | | | | | |
|---------------|------------|--|---|-----------------------|---|------------------------|----------------|---|-------------------------------|
| Common Shares | | | | | | | | | |
| Common Shares | 08/30/2018 | | M | 57,829 | A | \$ 7.44 | 1,229,957.0034 | D | |
| Common Shares | 08/30/2018 | | S | 57,829 | D | \$ 41.08 | 1,172,128.0034 | D | |
| Common Shares | 08/31/2018 | | M | 42,171 | A | \$ 7.44 | 1,214,299.0034 | D | |
| Common Shares | 08/31/2018 | | M | 76,123 ⁽³⁾ | A | \$ 17.44 | 1,290,422.0034 | D | |
| Common Shares | 08/31/2018 | | S | 118,294 | D | \$ 40.73 | 1,172,128.0034 | D | |
| Common Shares | 09/04/2018 | | M | 35,932 ⁽³⁾ | A | \$ 17.44 | 1,208,060.0034 | D | |
| Common Shares | 09/04/2018 | | S | 35,932 | D | \$ 40.7 ⁽⁵⁾ | 1,172,128.0034 | D | |
| Common Shares | | | | | | | 9,400 | I | By Wife |
| Common Shares | | | | | | | 200 | I | By Daughter |
| Common Shares | | | | | | | 345,000 | I | By Family Limited Partnership |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

| | | | | | | | | |
|----------------------------------|----------|------------|---|----------------------|------------|------------|---------------|--------|
| Options to Acquire Common Shares | \$ 7.44 | 08/30/2018 | M | 57,829 | <u>(6)</u> | 02/05/2019 | Common Shares | 57,829 |
| Options to Acquire Common Shares | \$ 7.44 | 08/31/2018 | M | 42,171 | <u>(6)</u> | 02/05/2019 | Common Shares | 42,171 |
| Options to Acquire Common Shares | \$ 17.44 | 08/31/2018 | M | 76,123 <u>(3)</u> | 02/09/2015 | 02/09/2019 | Common Shares | 76,123 |
| Options to Acquire Common Shares | \$ 17.44 | 09/04/2018 | M | 35,932 <u>(3)</u> | 02/09/2015 | 02/09/2019 | Common Shares | 35,932 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FREDERICO DOMINIC 30 WOODBOURNE AVENUE HAMILTON, D0 HM08 | X | | President/CEO/Deputy Chairman | |

Signatures

/s/ Ling Chow,
Attorney-in-fact

09/04/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Total includes 648 shares purchased on 06/30/2018 pursuant to the Assured Guaranty Ltd. Employee Stock Purchase Plan which meets the requirements of Rule 16b-3.
 - (2) The Common Shares sold by the Reporting Person and reported herein were sold at a range of between \$40.84 and \$41.33 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
 - (3) Reflects the amount of options that vested in accordance with the performance measures described in the Form 4 reporting the grant.
 - (4) The Common Shares sold by the Reporting Person and reported herein were sold at a range of between \$40.00 and \$41.00 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
 - (5) The Common Shares sold by the Reporting Person and reported herein were sold at a range of between \$40.50 and \$41.07 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

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(6) Options vested as follows: 1/3 on 02/05/2010, 1/3 on 02/05/2011 and 1/3 on 02/05/2012.

All options of this tranche have been exercised. The total number of options from other tranches with different exercise prices, vesting terms and expiration dates is 100,000 (after taking into account the options exercised as reported on this Form 4). The total number of performance share units from tranches with different performance measures, performance periods and vesting dates is 254,472.

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