

ASSURED GUARANTY LTD
Form 8-K
May 09, 2016

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) — May 4, 2016
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.)
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Assured Guaranty Ltd.
30 Woodbourne Avenue
Hamilton HM 08
Bermuda
(Address of principal executive offices)

Registrant's telephone number, including area code: (441) 279-5700
Not applicable

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

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 5.07 Submission of Matters to a Vote of Security Holders

Assured Guaranty Ltd. convened its annual general meeting of shareholders on May 4, 2016, pursuant to notice duly given. The matters voted upon at the meeting and the results of such voting are set forth below:

1. Election of
Directors

1a) Francis L. Borges

For	Against	Abstain	Broker Non-Votes
121,590,286	72,480	62,865	7,513,610

1b) G. Lawrence Buhl

For	Against	Abstain	Broker Non-Votes
120,440,153	1,222,612	62,866	7,513,610

1c) Dominic J. Frederico

For	Against	Abstain	Broker Non-Votes
121,598,856	63,926	62,849	7,513,610

1d) Bonnie L. Howard

For	Against	Abstain	Broker Non-Votes
120,303,205	1,359,895	62,531	7,513,610

1e) Thomas W. Jones

For	Against	Abstain	Broker Non-Votes
121,603,336	58,929	63,366	7,513,610

1f) Patrick W. Kenny

For	Against	Abstain	Broker Non-Votes
119,114,742	2,547,525	63,364	7,513,610

1g) Alan J. Kreczko

For	Against	Abstain	Broker Non-Votes
121,601,499	60,767	63,365	7,513,610

1h) Simon W. Leathes

For	Against	Abstain	Broker Non-Votes
121,602,091	60,675	62,865	7,513,610

1i) Michael T. O'Kane

For	Against	Abstain	Broker Non-Votes
121,575,678	85,941	64,012	7,513,610

1j) Yukiko Omura

For	Against	Abstain	Broker Non-Votes
121,494,642	168,456	62,533	7,513,610

2. To approve, on an advisory basis, the compensation paid to the Company's named executive officers.

For	Against	Abstain	Broker Non-Votes
119,368,639	2,253,223	103,769	7,513,610

3. To appoint PricewaterhouseCoopers LLP ("PwC") as the Company's independent auditor for the fiscal year ending December 31, 2016, and to authorize the

Board of Directors, acting through its Audit Committee, to set the fees of the independent auditor.

For	Against	Abstain
127,804,150	1,350,757	84,334

4A. To authorize the Company to vote for directors of our subsidiary, Assured Guaranty Re Ltd. ("AG Re"):

4aa. Howard W. Albert

For	Against	Abstain	Broker Non-Votes
121,215,191	429,688	80,752	7,513,610

4ab. Robert A. Bailenson

For	Against	Abstain	Broker Non-Votes
121,261,965	397,588	66,078	7,513,610

4ac. Russell B. Brewer II

For	Against	Abstain	Broker Non-Votes
121,262,450	398,104	65,077	7,513,610

4ad. Gary Burnet

For	Against	Abstain	Broker Non-Votes
121,261,765	397,789	66,077	7,513,610

4ae. Stephen Donnarumma

For	Against	Abstain	Broker Non-Votes
121,226,343	417,935	81,353	7,513,610

4af. Dominic J. Frederico

For	Against	Abstain	Broker Non-Votes
121,255,121	404,948	65,562	7,513,610

4ag. James M. Michener

For	Against	Abstain	Broker Non-Votes
121,259,724	399,329	66,578	7,513,610

To authorize the Company to appoint PwC as AG Re's

4B. independent auditor for the fiscal year ending December 31, 2016.

For	Against	Abstain
127,815,447	1,336,527	87,267

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.

**ASSURED GUARANTY
LTD.**

By: /s/ James M. Michener
Name: James M. Michener
Title: General Counsel

DATE: May 9, 2016