

ASSURED GUARANTY LTD
Form 8-K
May 04, 2018

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 2, 2018

ASSURED GUARANTY LTD.

(Exact name of registrant as specified in its charter)

Bermuda

001-32141

98-0429991

(State or other jurisdiction of incorporation or
organization)

(Commission File
Number)

(I.R.S. Employer Identification
No.)

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))
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).
- Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders

Assured Guaranty Ltd. (the "Company") convened its annual general meeting of shareholders on May 2, 2018, 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
98,601,868	95,284	83,345	6,010,224

1b) G. Lawrence Buhl

For	Against	Abstain	Broker Non-Votes
96,803,899	1,898,015	78,583	6,010,224

1c) Dominic J. Frederico

For	Against	Abstain	Broker Non-Votes
97,691,535	1,004,999	83,963	6,010,224

1d) Bonnie L. Howard

For	Against	Abstain	Broker Non-Votes
98,672,669	24,122	83,706	6,010,224

1e) Thomas W. Jones

For	Against	Abstain	Broker Non-Votes
98,619,725	27,103	133,669	6,010,224

1f) Patrick W. Kenny

For	Against	Abstain	Broker Non-Votes
96,905,823	1,791,092	83,582	6,010,224

1g) Alan J. Kreczko

For	Against	Abstain	Broker Non-Votes
98,669,561	27,354	83,582	6,010,224

1h) Simon W. Leathes

For	Against	Abstain	Broker Non-Votes
98,548,152	148,763	83,582	6,010,224

1i) Michael T. O'Kane

For	Against	Abstain	Broker Non-Votes
97,381,116	1,267,475	131,906	6,010,224

1j) Yukiko Omura

For	Against	Abstain	Broker Non-Votes
98,564,787	132,064	83,646	6,010,224

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

For	Against	Abstain	Broker Non-Votes
59,373,247	39,198,757	208,493	6,010,224

To appoint PricewaterhouseCoopers LLP ("PwC") as the Company's independent auditor for the fiscal year ending

3. December 31, 2018, and to authorize the Board of Directors, acting through its Audit Committee, to set the fees of the independent auditor:

For	Against	Abstain
103,305,848	1,383,086	101,787

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

4aa. Howard W. Albert

For	Against	Abstain	Broker	Non-Votes
98,671,277	30,133	79,087	6,010,224	

4ab. Robert A. Bailenson

For	Against	Abstain	Broker	Non-Votes
98,670,809	30,971	78,717	6,010,224	

4ac. Russell B. Brewer II

For	Against	Abstain	Broker	Non-Votes
98,671,271	30,069	79,157	6,010,224	

4ad. Gary Burnet

For	Against	Abstain	Broker	Non-Votes
98,671,799	30,003	78,695	6,010,224	

4ae. Ling Chow

For	Against	Abstain	Broker	Non-Votes
98,673,873	28,144	78,480	6,010,224	

4af. Stephen Donnarumma

For	Against	Abstain	Broker	Non-Votes
98,666,405	34,935	79,157	6,010,224	

4ag. Dominic J. Frederico

For	Against	Abstain	Broker	Non-Votes
98,670,928	30,412	79,157	6,010,224	

4ah. Walter A. Scott

For	Against	Abstain	Broker	Non-Votes
98,670,844	30,496	79,157	6,010,224	

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

- 4B. independent auditor for the fiscal year ending December 31, 2018.

For	Against	Abstain
103,320,109	1,377,042	93,570

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/ Ling Chow
Name: Ling Chow
Title: General Counsel

DATE: May 4, 2018