

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.) |
|--|--|---|

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 | |
- 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 |
- 3.

| | | | |
|--|-----------|---------|------------------|
| 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 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