

Allied World Assurance Co Holdings, AG  
Form 8-K  
May 06, 2015

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 30, 2015**

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**ALLIED WORLD ASSURANCE COMPANY HOLDINGS, AG**

(Exact Name of Registrant as Specified in Charter)

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**Switzerland**  
(State or Other Jurisdiction  
of Incorporation)

**001-32938**  
(Commission File Number)

**98-0681223**  
(I.R.S. Employer  
Identification No.)

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**Gubelstrasse 24**

**Park Tower, 15th Floor**

**6300 Zug, Switzerland**

(Address of Principal Executive Offices and Zip Code)

**Registrant's telephone number, including area code: 41-41-768-1080**

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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:

- ☐ 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Allied World Assurance Company Holdings, AG (the "Company") held its 2015 Annual General Meeting of Shareholders on April 30, 2015 (the "2015 Annual Shareholder Meeting"). At the 2015 Annual Shareholder Meeting, the Company's shareholders approved the proposals listed in Item 5.07. The amendments to the Company's Articles of Association (the "Articles of Association") listed in Proposals 1 through 6 in Item 5.07 are effective as of April 30, 2015 and are reflected in the Company's Articles of Association, as amended and restated, attached hereto as Exhibit 3.1 and incorporated herein by reference. The amendments to the Articles of Association to reduce the Company's share capital through the cancellation of a portion of shares held in treasury (Proposal 17) will become effective upon the registration of such amendment with the Commercial Register in the Canton of Zug, Switzerland, at which time the Company will file amended Articles of Association.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company's shareholders considered the following proposals, each of which is described in greater detail in the Company's definitive proxy statement dated March 13, 2015.

Proposal 1                      Approval of Change of the Company's Swiss Registered Office

The Company's shareholders approved an amendment to the Articles of Association to change the Company's Swiss Registered Office.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
77,680,348	2,478	360,726

Proposal 2                      Approval of the Duties of the Compensation Committee

The Company's shareholders approved an amendment to the Articles of Association to define the duties of the Compensation Committee.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
69,107,299	3,272	357,785	8,575,196

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### Proposal 3

### Approval of the Company's Compensation Principles

The Company's shareholders approved an amendment to the Articles of Association to define the Company's compensation principles.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
68,472,226	638,352	357,778	8,575,196

### Proposal 4

### Approval of Notice Period Limits and a Prohibition Against Loans and Credit

The Company's shareholders approved an amendment to the Articles of Association to limit the notice period in employment agreements with executive officers and agreements with directors, and to prohibit loans and credit to executives and directors.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
68,568,597	542,781	356,978	8,575,196

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### Proposal 5

#### Approval to Limit the Number of Outside Board Seats

The Company's shareholders approved an amendment to the Articles of Association to limit the number of outside board seats the Company's directors and executives may hold.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
69,069,824	40,748	357,784	8,575,196

### Proposal 6

#### Approval of Say-on-Pay Votes as Required under Swiss Law

The Company's shareholders approved an amendment to the Articles of Association to provide for say-on-pay votes as required under Swiss law.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
69,108,038	2,451	357,867	8,575,196

### Proposal 7

#### Election of Directors

The Company's shareholders elected the following directors to hold office until the Company's Annual Shareholder Meeting in 2016:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Barbara T. Alexander	68,838,876	141,931	487,549	8,575,196
Scott A. Carmilani	67,486,635	1,406,356	575,365	8,575,196
James F. Duffy	68,643,707	467,672	356,977	8,575,196
Bart Friedman	68,315,164	796,260	356,932	8,575,196
Patrick de Saint-Aignan	68,822,015	160,309	486,032	8,575,196
Eric S. Schwartz	68,969,856	141,523	356,977	8,575,196
Samuel J. Weinhoff	68,571,700	539,679	356,977	8,575,196

### Proposal 8

#### Election of Chairman of the Board

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The Company's shareholders elected Scott A. Carmilani as the Chairman of the Board to hold office until the Company's Annual Shareholder Meeting in 2016.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
56,022,866	12,870,731	574,759	8,575,196

### Proposal 9

### Election of Compensation Committee Members

The Company's shareholders elected the following directors as members of the Compensation Committee of the Board to serve until the Company's Annual Shareholder Meeting in 2016:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Barbara T. Alexander	68,852,813	129,866	485,677	8,575,196
James F. Duffy	68,901,668	210,013	356,675	8,575,196
Bart Friedman	68,685,601	426,065	356,690	8,575,196
Patrick de Saint-Aignan	68,852,469	130,113	485,774	8,575,196
Eric S. Schwartz	68,981,825	129,808	356,723	8,575,196
Samuel J. Weinhoff	68,903,475	208,158	356,723	8,575,196

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### Proposal 10

### Election of the Independent Proxy

The Company's shareholders elected Buis Buergi AG as the independent proxy to serve until the conclusion of the Company's Annual Shareholder Meeting in 2016.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
77,660,786	7,546	375,220

### Proposal 11

### Approve the 2015 Compensation for Executives as Required under Swiss Law

The Company's shareholders approved the 2015 compensation for executives as required under Swiss law.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
68,488,982	615,449	363,925	8,575,196

### Proposal 12

### Approve the 2015 Compensation for Directors as Required under Swiss Law

The Company's shareholders approved the 2015 compensation for directors as required under Swiss law.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
68,738,428	227,766	502,162	8,575,196

### Proposal 13

### Advisory Vote on Named Executive Officer Compensation

The Company's shareholders approved an advisory vote on the Company's named executive officer compensation.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
68,330,803	775,701	361,852	8,575,196

Proposal 14

Approval of the Company's Annual Report and Financial Statements

The Company's shareholders approved the Company's 2014 Annual Report and its consolidated financial statements and audited statutory financial statements for the year ended December 31, 2014.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
77,251,320	2,177	790,055

Proposal 15

Approval of Retention of Disposable Profits

The Company's shareholders approved the retention of disposable profits.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
77,641,255	6,557	395,740



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### Proposal 16

### Approval of Dividend Payments

The Company's shareholders approved the payment of dividends to the Company's shareholders from general legal reserve from capital contributions.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
77,649,012	2,719	391,821

### Proposal 17

### Approval of Cancellation of Treasury Shares

The Company's shareholders approved an amendment to the Articles of Association to reduce the Company's share capital through the cancellation of a portion of shares held in treasury.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
77,669,908	2,802	370,842

### Proposal 18

### Election of Auditors

The Company's shareholders elected Deloitte & Touche LLP as the Company's independent auditor and Deloitte AG as the Company's statutory auditor, each to serve until the Company's Annual Shareholder Meeting in 2016.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
77,442,213	242,364	358,975

### Proposal 19

### Election of Special Auditor

The Company's shareholders elected PricewaterhouseCoopers AG as the Company's special auditor to serve until the Company's Annual Shareholder Meeting in 2016.

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**For**  
77,681,532

**Against**  
2,595

**Abstain**  
359,425

Proposal 20

Approval of Granting a Discharge

The Company's shareholders approved a discharge to the Company's board of directors and executive officers from liabilities for their actions during the year ended December 31, 2014.

**For**  
68,477,261

**Against**  
86,532

**Abstain**  
904,563

**Broker Non-Votes**  
8,575,196

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**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

<b>Exhibit Number</b>	<b>Description</b>
3.1	Articles of Association of Allied World Assurance Company Holdings, AG, as amended and restated.

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**SIGNATURE**

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 hereunto duly authorized.

**ALLIED WORLD ASSURANCE COMPANY HOLDINGS, AG**

Dated: May 6, 2015

By: /s/ Wesley D. Dupont  
Name: Wesley D. Dupont  
Title: Executive Vice President & General Counsel

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**EXHIBIT INDEX**

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