

ASSURED GUARANTY LTD  
Form 8-K  
May 10, 2013

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 8, 2013

ASSURED GUARANTY LTD.  
(Exact name of registrant as specified in its charter)

|  |                                       |  |
|--|---------------------------------------|--|
| Bermuda<br>(State or other jurisdiction of<br>incorporation or organization) | 001-32141<br>(Commission File Number) | 98-0429991<br>(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 5.02 Departure of Directors or Certain Officers; Election or Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) At the 2013 annual general meeting of shareholders of Assured Guaranty Ltd. ("AGL") held on May 8, 2013, AGL's shareholders approved the Employee Stock Purchase Plan, as amended through the second amendment (the "ESPP"), increasing the number of common shares available for issuance under the ESPP by 250,000 common shares, which shares are in addition to the 350,000 common shares previously reserved under the ESPP, for a total of 600,000 common shares. A more complete description of the ESPP is contained in AGL's proxy statement dated March 22, 2013 (the "2013 Proxy Statement") as filed with the Securities and Exchange Commission, under the heading "Proposal No. 3: Approval of Employee Stock Purchase Plan, as Amended," which is hereby incorporated herein by reference. For the full text of the ESPP, see Exhibit A to the 2013 Proxy Statement, which is hereby incorporated herein by reference.

## Item 5.07 Submission of Matters to a Vote of Security Holders

AGL convened its annual general meeting of shareholders on May 8, 2013 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             |            |                  |
| 1  | Election of Neil Baron:           |            |                  |
|    | For                               | Withheld   | Broker Non-Votes |
|    | 171,825,287                       | 321,616    | 13,744,376       |
| 2  | Election of Francisco L. Borges:  |            |                  |
|    | For                               | Withheld   | Broker Non-Votes |
|    | 154,340,347                       | 17,806,556 | 13,744,376       |
| 3  | Election of G. Lawrence Buhl:     |            |                  |
|    | For                               | Withheld   | Broker Non-Votes |
|    | 154,336,016                       | 17,810,887 | 13,744,376       |
| 4  | Election of Stephen A. Cozen:     |            |                  |
|    | For                               | Withheld   | Broker Non-Votes |
|    | 171,836,251                       | 310,652    | 13,744,376       |
| 5  | Election of Dominic J. Frederico: |            |                  |
|    | For                               | Withheld   | Broker Non-Votes |
|    | 171,829,582                       | 317,321    | 13,744,376       |
| 6  | Election of Bonnie L. Howard:     |            |                  |
|    | For                               | Withheld   | Broker Non-Votes |
|    | 171,412,715                       | 734,188    | 13,744,376       |
| 7  | Election of Patrick W. Kenny:     |            |                  |
|    | For                               | Withheld   | Broker Non-Votes |
|    | 171,767,357                       | 379,546    | 13,744,376       |
| 8  | Election of Simon W. Leathes:     |            |                  |
|    | For                               | Withheld   | Broker Non-Votes |
|    | 171,392,264                       | 754,639    | 13,744,376       |
| 9  | Election of Robin Monro-Davies:   |            |                  |
|    | For                               | Withheld   | Broker Non-Votes |
|    | 163,074,989                       | 9,071,914  | 13,744,376       |

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|     |  |            |         |                  |
|-----|--|------------|---------|------------------|
| 10  | Election of Michael T. O’Kane:   |            |         |                  |
|     | For  | Withheld   |         | Broker Non-Votes |
|     | 171,837,982  | 308,921    |         | 13,744,376       |
| 11  | Election of Wilbur L. Ross, Jr.:   |            |         |                  |
|     | For  | Withheld   |         | Broker Non-Votes |
|     | 135,343,852  | 36,803,051 |         | 13,744,376       |
| 2.  | Advisory Vote on Executive Compensation  |            |         |                  |
|     | For  | Against    | Abstain | Broker Non-Votes |
|     | 117,182,326  | 54,886,869 | 77,708  | 13,744,376       |
| 3.  | Approval of Employee Stock Purchase Plan as Amended  |            |         |                  |
|     | For  | Against    | Abstain | Broker Non-Votes |
|     | 168,525,354  | 3,572,436  | 49,113  | 13,744,376       |
| 4.  | Ratification of PricewaterhouseCoopers LLP as the Company’s Independent Auditors for year ending December 31, 2013 |            |         |                  |
|     | For  | Against    | Abstain |                  |
|     | 185,480,908  | 343,709    | 66,662  |                  |
| 5.  | Subsidiary Proposals   |            |         |                  |
| 5.1 | Authorizing the Company to vote for directors of its subsidiary, Assured Guaranty Re Ltd. (“AG Re”):               |            |         |                  |
| 1   | Election of Howard W. Albert:  |            |         |                  |
|     | For  | Withheld   |         | Broker Non-Votes |
|     | 171,842,919  | 303,984    |         | 13,744,376       |
| 2   | Election of Robert A. Bailenson:   |            |         |                  |
|     | For  | Withheld   |         | Broker Non-Votes |
|     | 171,842,467  | 304,436    |         | 13,744,376       |
| 3   | Election of Russell B. Brewer II:  |            |         |                  |
|     | For  | Withheld   |         | Broker Non-Votes |
|     | 171,842,919  | 303,984    |         | 13,744,376       |
| 4   | Election of Gary Burnet:   |            |         |                  |
|     | For  | Withheld   |         | Broker Non-Votes |
|     | 171,842,241  | 304,662    |         | 13,744,376       |
| 5   | Election of Stephen Donnarumma:  |            |         |                  |
|     | For  | Withheld   |         | Broker Non-Votes |
|     | 171,835,685  | 311,218    |         | 13,744,376       |
| 6   | Election of Dominic J. Frederico:  |            |         |                  |
|     | For  | Withheld   |         | Broker Non-Votes |
|     | 171,829,808  | 317,095    |         | 13,744,376       |
| 7   | Election of James M. Michener:   |            |         |                  |
|     | For  | Withheld   |         | Broker Non-Votes |
|     | 171,842,354  | 304,549    |         | 13,744,376       |

8 Election of Robert B. Mills:

|             |          |                  |
|-------------|----------|------------------|
| For         | Withheld | Broker Non-Votes |
| 171,815,800 | 331,103  | 13,744,376       |

5.2 Authorizing the Company to vote for the appointment of PricewaterhouseCoopers LLP as AG Re's independent auditors for the year ending December 31, 2013:

|             |         |         |
|-------------|---------|---------|
| For         | Against | Abstain |
| 185,478,324 | 347,160 | 65,795  |

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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, 2013