

Argo Group International Holdings, Ltd.
Form 8-K
July 30, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 14, 2008

Argo Group International Holdings, Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction

of incorporation)

1-15259
(Commission File Number)

98-0214719
(I.R.S. Employer

Identification No.)

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PXRE House

110 Pitts Bay Road

P.O. Box HM 1282

Pembroke HM 08

Hamilton HM FX

Bermuda

Bermuda

(Address, Including Zip Code, of Principal Executive Offices)

(Mailing Address)

Registrant's telephone number, including area code: (441) 296-5858

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:

- .. 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))

Item 2.01. Completion of Acquisition or Disposition of Assets

On May 14, 2008, Argo Group International Holdings, Ltd. (Argo Group) announced that all conditions to its previously announced acquisition of Heritage Underwriting Agency plc (Heritage) had been satisfied or waived, and that Argo Group s offer had become wholly unconditional and the transaction effectively completed. Under the terms of the acquisition, Argo Group agreed to pay 154 pence in cash per share on an ex-dividend basis to each Heritage shareholder of record on March 28, 2008. This price valued the entire issued and to be issued ordinary share capital of Heritage at approximately £136 million (on an ex-dividend basis) and approximately £141 million (on a cum dividend basis), assuming the exercise of all outstanding options and the Heritage warrants. A copy of the May 14, 2008 press release is filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

The financial information required by this item is filed as Exhibit 99.2 hereto and incorporated by reference herein.

(b) Pro Forma Financial Information

The pro forma financial information required by this item is filed as Exhibit 99.3 hereto and incorporated by reference herein.

(d) Exhibits

- 23.1 Consent of Littlejohn, chartered accountants and registered auditors for Heritage Underwriting Agency plc
- 99.1 Press Release issued by Argo Group International Holdings, Ltd. dated May 14, 2008
- 99.2 Heritage Underwriting Agency plc Financial Information
- 99.3 Unaudited Argo Group International Holdings, Ltd. Preliminary Pro Forma Condensed Combined Financial Information

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.

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

Dated: July 30, 2008

By: /s/ Jay S. Bullock
Name: Jay S. Bullock
Title: Chief Financial Officer