

Edgar Filing: Maiden Holdings, Ltd. - Form 8-K

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

1

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information required by Item 2.03 contained in Item 8.01 below is incorporated by reference herein.

Item 8.01 Other Events.

On March 20, 2012, Maiden Holdings, Ltd. (the “Registrant”) and its wholly-owned subsidiary, Maiden Holdings North America, Ltd. (the “Issuer”), entered into an Underwriting Agreement by and among the Issuer, the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several underwriters named therein (the “Underwriters”), relating to the issuance and sale by the Issuer of up to \$100,000,000 aggregate principal amount of its 8.000% Notes due 2042 (the “Notes”), plus an additional \$15,000,000 aggregate principal amount of Notes subject to issue and sale upon exercise of the underwriters’ over-allotment option in full. The obligations of the Issuer under the Notes will be fully and unconditionally guaranteed by the Registrant (the “Guarantee,” and together with the Notes, the “Securities”). The Securities will be issued pursuant to an Indenture, dated as of June 24, 2011, by and among the Issuer, the Registrant and Wilmington Trust Company, as trustee (the “Trustee”), as supplemented by the Second Supplemental Indenture, dated as of March 27, 2012, by and among the Issuer, the Registrant and the Trustee. The Securities have been registered under the Securities Act of 1933, as amended (the “Act”), pursuant to a shelf registration statement on Form S-3 (File Nos. 333-172107 and 333-172107-01) previously filed by the Registrant and the Issuer with the Securities and Exchange Commission under the Act.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated March 20, 2012, by and among Maiden Holdings North America, Ltd., Maiden Holdings, Ltd. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several underwriters named therein
4.1	Form of Indenture for Debt Securities by and among Maiden Holdings North America, Ltd., Maiden Holdings, Ltd., as guarantor, and Wilmington Trust Company, as trustee*
4.2	Second Supplemental Indenture, dated March 27, 2012, by and among Maiden Holdings North America, Ltd., Maiden Holdings, Ltd., as guarantor, and Wilmington Trust Company, as trustee

Edgar Filing: Maiden Holdings, Ltd. - Form 8-K

- 4.3 Form of 8.000% Notes due 2042 (included in Exhibit 4.2)
- 5.1 Opinion of Conyers Dill & Pearman Limited
- 5.2 Opinion of Sidley Austin LLP
- 23.1 Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1)
- 23.2 Consent of Sidley Austin LLP (included in Exhibit 5.2)

* Incorporated by reference to the same-numbered exhibit of the Registration Statement of Maiden Holdings North America, Ltd. and Maiden Holdings, Ltd. on Form S-3 (File Nos. 333-172107 and 333-172107-01), filed with the SEC on February 7, 2011.

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.

MAIDEN HOLDINGS, LTD.

Date: March 27, 2012 By: /s/ Lawrence F. Metz

Lawrence F. Metz
Senior Vice President, General Counsel and
Secretary

EXHIBIT INDEX

Exhibit No.	Description
1.1	Underwriting Agreement, dated March 20, 2012, by and among Maiden Holdings North America, Ltd., Maiden Holdings, Ltd. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several underwriters named therein
4.1	Form of Indenture for Debt Securities by and among Maiden Holdings North America, Ltd., Maiden Holdings, Ltd., as guarantor, and Wilmington Trust Company, as trustee*
4.2	Second Supplemental Indenture, dated March 27, 2012, by and among Maiden Holdings North America, Ltd., Maiden Holdings, Ltd., as guarantor, and Wilmington Trust Company, as trustee
4.3	Form of 8.000% Notes due 2042 (included in Exhibit 4.2)
5.1	Opinion of Conyers Dill & Pearman Limited
5.2	Opinion of Sidley Austin LLP
23.1	Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1)
23.2	Consent of Sidley Austin LLP (included in Exhibit 5.2)

* Incorporated by reference to the same-numbered exhibit of the Registration Statement of Maiden Holdings North America, Ltd. and Maiden Holdings, Ltd. on Form S-3 (File Nos. 333-172107 and 333-172107-01), filed with the SEC on February 7, 2011.