

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))
- 
-

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  |



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
4B. 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