

Allied World Assurance Co Holdings, AG
Form 8-K
May 11, 2011

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 5, 2011

Allied World Assurance Company Holdings, AG

(Exact name of registrant as specified in its charter)

Switzerland

001-32938

98-0681223

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

Lindenstrasse 8, Baar/Zug,

6340

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

+41-41-768-1080

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))

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

Allied World Assurance Company Holdings, AG (the Company) held its 2011 Annual Ordinary General Meeting of Shareholders (the Annual Shareholder Meeting) on May 5, 2011. 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 17, 2011.

Proposal 1 Election of Directors

The Company's board of directors is divided into three classes: Class I, Class II and Class III, each of approximately equal size. The following two Class I Directors were elected to hold office until the Company's Annual Shareholder Meeting in 2014:

| | For | Against | Abstain | Broker Non-Votes |
|--------------------|------------|---------|---------|------------------|
| Mark R. Patterson | 30,350,632 | 50,075 | 4,866 | 2,320,876 |
| Samuel J. Weinhoff | 30,331,050 | 69,628 | 4,895 | 2,320,876 |

Proposal 2 Advisory Vote on Executive Compensation

The Company's shareholders approved an advisory vote on the compensation of the Company's named executive officers (the Say-on-Pay Vote).

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 29,916,623 | 443,119 | 45,831 | 2,320,876 |

Proposal 3 Advisory Vote on Frequency of Say-on-Pay Vote

The Company's shareholders approved holding an advisory Say-on-Pay Vote every year.

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|------------|-----------|-------------|---------|------------------|
| 24,838,727 | 312,111 | 5,231,579 | 23,156 | 2,320,876 |

Based on the results of this vote, the Company's board of directors has determined that it will hold an advisory Say-on-Pay Vote every year.

Proposal 4 Approval of the Company's Annual Report and Financial Statements

The Company's shareholders approved the Company's 2010 Annual Report and its consolidated financial statements and Swiss statutory financial statements for the year and period ended December 31, 2010, respectively.

| For | Against | Abstain |
|------------|---------|---------|
| 32,472,452 | 14,644 | 239,353 |

Proposal 5 Approval of Loss Carry Forward

The Company's shareholders approved the loss carry forward on the Company's Swiss statutory financial statements.

| | | |
|------------|---------|---------|
| For | Against | Abstain |
| 32,699,468 | 1,716 | 25,265 |

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Proposal 6 Approval of Dividend Payments

The Company's shareholders approved the payment of dividends to the Company's shareholders in the form of a par value reduction.

| | | |
|------------|---------|---------|
| For | Against | Abstain |
| 32,671,665 | 33,341 | 21,443 |

Proposal 7 Approval of Share Repurchase Program

The Company's shareholders approved the \$122.5 million of remaining capacity under the Company's share repurchase program.

| | | |
|------------|---------|---------|
| For | Against | Abstain |
| 32,591,874 | 43,749 | 90,826 |

Proposal 8 Election of Auditors

The Company's shareholders elected Deloitte & Touche Ltd. as the Company's independent auditor and Deloitte AG as the Company's Swiss statutory auditor, each to serve until the Company's Annual Shareholder Meeting in 2012.

| | | |
|------------|---------|---------|
| For | Against | Abstain |
| 32,475,038 | 247,002 | 4,409 |

Proposal 9 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 2012.

| | | |
|------------|---------|---------|
| For | Against | Abstain |
| 32,603,722 | 111,035 | 11,692 |

Proposal 10 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, 2010.

| | | |
|------------|---------|---------|
| For | Against | Abstain |
| 32,390,477 | 303,865 | 32,107 |

Item 8.01. Other Events.

At the Company's Annual Shareholder Meeting, the Company's shareholders approved amendments to the Company's Articles of Association in conjunction with their approval of payments of dividends in the form of a distribution through a par value reduction, as further described in the Company's definitive proxy statement dated March 17, 2011. These amendments to the Articles of Association will become effective with the registration of each par value reduction in the Swiss Commercial Register.

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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 hereunto duly authorized.

Allied World Assurance Company Holdings, AG

May 11, 2011

By: */s/ Wesley D. Dupont*

Name: Wesley D. Dupont

*Title: Executive Vice President, General Counsel and
Corporate Secretary*