

ASSURED GUARANTY LTD  
Form 8-K  
June 03, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 31, 2013**

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**Assured Guaranty Ltd.**

(Exact name of registrant as specified in its charter)

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**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**

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**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 1.01 Entry into a Material Definitive Agreement.**

On May 31, 2013, Assured Guaranty Ltd. ( Assured Guaranty ) entered into an agreement (the Agreement ) with funds associated with WL Ross & Co. LLC and its affiliates (collectively, the WLR Funds ) and Wilbur L. Ross, Jr. to purchase from the WLR Funds and Mr. Ross an aggregate of 5 million of Assured Guaranty s common shares for \$109.7 million. The purchase price of \$21.94 per share represents a 3% discount from the closing price of Assured Guaranty s common shares on the New York Stock Exchange on May 31, 2013. This share purchase will reduce the WLR Funds and Mr. Ross s ownership of Assured Guaranty s common shares to approximately 14.9 million common shares, or to approximately 8% of Assured Guaranty s total common shares outstanding, from approximately 10.5% of such outstanding common shares. The purchase of these shares will be funded with existing funds and is part of Assured Guaranty s previously announced share repurchase plan. The transaction is expected to close on June 5, 2013. After giving effect to the transaction, approximately \$71 million remains available under Assured Guaranty s current share repurchase authorization.

A copy of the Agreement is attached as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

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

See Item 1.01.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

Exhibit 10.1 Share Purchase Agreement, dated May 31, 2013, among Assured Guaranty Ltd., WLR Recovery Fund IV, L.P., WLR Recovery Fund III, L.P., WLR AGO Co-Invest, L.P., WLR/GS Master Co-Investment, L.P., WLR IV Parallel ESC, L.P and Wilbur L. Ross, Jr.

**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.

**ASSURED GUARANTY LTD.**

By: */s/ James M. Michener*  
James M. Michener  
  
General Counsel

Date: June 3, 2013

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
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