

Allied World Assurance Co Holdings, AG

Form 4

July 10, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRADLEY THOMAS A

(Last) (First) (Middle)

**ALLIED WORLD ASSURANCE
CO. HOLDINGS,
AG, GUBELSTRASSE 24, PARK
TOWER, 15TH FLOOR**

(Street)

ZUG, V8 6300

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**Allied World Assurance Co
Holdings, AG [AWH]**

3. Date of Earliest Transaction
(Month/Day/Year)
07/06/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title _____ Other (specify
below) below)
EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	05/31/2017		G	5,934 D \$ 0	12,551	D	
Common Shares	05/31/2017		G	5,934 A \$ 0	5,934 ⁽¹⁾	I	By trust
Common Shares	07/06/2017		U ⁽²⁾	12,551 D ⁽³⁾ 0		D	
Common Shares	07/06/2017		U ⁽²⁾	5,934 D ⁽³⁾ 0		I	By trust

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
Restricted Stock Units	(4)	07/06/2017		D	9,484	(4) (4)	Common Shares				9
Performance-based Awards	(5)	07/06/2017		D	36,936	(5) (5)	Common Shares				36

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRADLEY THOMAS A ALLIED WORLD ASSURANCE CO. HOLDINGS, AG GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR ZUG, V8 6300	EVP & CFO

Signatures

/s/ Theodore Neos, by Power of Attorney 07/10/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares gifted to a charitable trust.

(2) Disposed of in an exchange offer (the "Offer") by a wholly-owned subsidiary of Fairfax Financial Holdings Limited, a Canadian corporation ("Fairfax"), to acquire all of the outstanding common shares, par value CHF 4.10 per share, of the Issuer, pursuant to the terms, and subject to the conditions, of that certain Agreement and Plan of Merger, dated as of December 18, 2016, between Fairfax and the Issuer (the "Merger Agreement").

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- (3) Each share of the Issuer was exchanged for (i) cash consideration of \$23.00, (ii) a special cash dividend of \$5.00 and (iii) 0.057937 of a share of subordinate voting stock at Fairfax (the "Merger Consideration").

Pursuant to the Merger Agreement, outstanding Restricted Stock Units became fully vested in connection with the completion of the

- (4) Offer and were automatically cancelled and converted into the right to receive an amount in cash equal to the Merger Consideration (with the Merger Consideration being converted into cash as of the time of completion of the Offer).

Pursuant to the Merger Agreement, outstanding performance-based awards became fully vested based on the target specified in the

- (5) applicable performance-based award in connection with the completion of the Offer and were automatically cancelled and converted into the right to receive an amount in cash equal to the Merger Consideration (with the Merger Consideration being converted into cash as of the time of completion of the Offer).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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