

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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Iglesias Louis

(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President, North America

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
				(A) or (D) Code V Amount (D) Price			
Common Shares	07/06/2017		U <sup>(1)</sup>	11,322 D <u>(2)</u>	0	D	

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

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SEC 1474  
(9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(3)	07/06/2017		D	8,299	(3) (3)	Common Shares
Performance-based Awards	(4)	07/06/2017		D	32,337	(4) (4)	Common Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Iglesias Louis  
ALLIED WORLD ASSURANCE CO. HOLDINGS, AG  
GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR  
ZUG, V8 6300

President, North America

## 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) 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").
- (2) 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").
- (3) Pursuant to the Merger Agreement, outstanding Restricted Stock Units became fully vested 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).
- (4) Pursuant to the Merger Agreement, outstanding performance-based awards became fully vested based on the target specified in the 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).

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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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