

Allied World Assurance Co Holdings, AG  
Form S-8 POS  
August 03, 2017

As filed with the Securities and Exchange Commission on August 3, 2017

Registration No. 333-136420

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

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Post-Effective Amendment No. 2**

**ALLIED WORLD ASSURANCE COMPANY HOLDINGS, AG**

(Exact name of registrant as specified in its charter)

**Switzerland**

(State or other jurisdiction of incorporation or organization)

**98-0681223**

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

**Gubelstrasse 24**

**Park Tower, 15th floor**

**6300 Zug, Switzerland**

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+41-41-768-1080

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Allied World Assurance Company Holdings, AG Third Amended and Restated 2001 Employee Stock Option Plan**

**Allied World Assurance Company Holdings, AG Third Amended and Restated 2004 Stock Incentive Plan**

**Allied World Assurance Company Holdings, AG Third Amended and Restated Long-term Incentive Plan**

(Full title of the plan)

**CT Corporation System**

**111 Eight Avenue, 13th Floor**

**New York, New York 10011**

**(212) 894-8940**

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

**COPIES TO**

**Wesley D. Dupont, Esq.**  
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Willkie Farr & Gallagher LLP  
787 7th Avenue  
New York, New York 10019  
1 (212) 728 8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  X

Accelerated filer  O

Non-accelerated filer  O  
(Do not check if a  
smaller reporting company)

Smaller reporting company  O  
Emerging growth company  O

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.  O



**DEREGISTRATION OF SECURITIES**

Allied World Assurance Company Holdings, AG (the Registrant ) is filing this Post-Effective Amendment No. 2 to its Registration Statement on Form S-8, which was originally filed on August 8, 2006 (as amended on December 1, 2010) (file no. 333-136420) (the Registration Statement ) to deregister any and all securities that remain unsold under the Registration Statement.

Pursuant to an Agreement and Plan of Merger, dated as of December 18, 2016 (the Merger Agreement ), a wholly-owned subsidiary of Fairfax Financial Holdings Limited ( Fairfax ) completed an exchange offer to acquire all of the outstanding common shares, par value CHF 4.10 per share, of the Registrant (the Common Shares ) on July 6, 2017. As publicly reported, pursuant to the exchange offer, Fairfax acquired approximately 94.6% of the outstanding Common Shares. Upon completion of the exchange offer, all of the outstanding restricted shares, RSUs and other equity awards of the Registrant previously registered on Form S-8 became fully vested and were paid out in accordance with the Merger Agreement. On July 27, 2017, following the filing of a Form 25, the Common Shares were delisted from the New York Stock Exchange and are no longer publicly traded.

Accordingly, pursuant to an undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that remain unsold at the termination of the offering, the Registrant hereby amends the Registration Statement by deregistering all of the Common Shares that were registered but unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 3, 2017.

**ALLIED WORLD ASSURANCE COMPANY HOLDINGS, AG**

By: /s/ Wesley D. Dupont  
 Name: Wesley D. Dupont  
 Title: Executive Vice President & General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| <b>Signature</b>                                       | <b>Title</b>  | <b>Date</b>    |
|--|---|----------------|
| /s/ *<br>Scott A. Carmilani                            | Chief Executive Officer, President and Director<br>(Principal Executive Officer)                            | August 3, 2017 |
| /s/ Kent W. Ziegler<br>Kent W. Ziegler                 | Senior Vice President, Finance and Chief Accounting Officer<br>(Principal Financial and Accounting Officer) | August 3, 2017 |
| /s/ Barbara T. Alexander<br>Barbara T. Alexander       | Director  | August 3, 2017 |
| /s/ *<br>Bart Friedman                                 | Director  | August 3, 2017 |
| Patricia L. Guinn                                      | Director  | August 3, 2017 |
| Fiona E. Luck  | Director  | August 3, 2017 |
| /s/ Patrick de Saint-Aignan<br>Patrick de Saint-Aignan | Director  | August 3, 2017 |
| /s/ Eric S. Schwartz<br>Eric S. Schwartz               | Director  | August 3, 2017 |
| /s/ *<br>Samuel J. Weinhoff                            | Director  | August 3, 2017 |

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| <b>Signature</b>  | <b>Title</b>                                   | <b>Date</b>    |
|---|--|----------------|
| /s/ *<br>Name: Puglisi & Associates                                   | Authorized Representative in the United States | August 3, 2017 |
| *By:       /s/ Wesley D. Dupont<br>Wesley D. Dupont, Attorney-in-Fact |  | August 3, 2017 |