

ASSURED GUARANTY LTD  
Form 8-K  
May 10, 2012

**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 9, 2012**

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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.)

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**Assured Guaranty Ltd.**

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**30 Woodbourne Avenue**

**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 5.02 Departure of Directors or Certain Officers**

In connection with his appointment as Chief Executive Officer of Freddie Mac (formerly Federal Home Loan Mortgage Corporation), Donald H. Layton has resigned from the Board of Directors of Assured Guaranty Ltd. (AGL), effective May 10, 2012.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

AGL convened its annual general meeting of shareholders on May 9, 2012 pursuant to notice duly given. The matters voted upon at the meeting and the results of such voting are set forth below:

1. **Election of eight directors**

01 Election of Francisco L. Borges:

For	Withheld	Broker Non-Votes
146,173,265	14,522,117	9,251,332

02 Election of Stephen A. Cozen:

For	Withheld	Broker Non-Votes
157,824,808	2,870,574	9,251,332

03 Election of Patrick W. Kenny:

For	Withheld	Broker Non-Votes
151,158,806	9,536,576	9,251,332

04 Election of Donald H. Layton:

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<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
147,551,216	13,144,166	9,251,332

05 Election of Robin Monro-Davies

<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
152,188,129	8,507,253	9,251,332

06 Election of Michael T. O Kane

<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
151,159,593	9,535,789	9,251,332

07 Election of Wilbur L. Ross, Jr.:

For	Withheld	Broker Non-Votes
125,361,659	35,333,723	9,251,332

08 Election of Walter A. Scott:

For	Withheld	Broker Non-Votes
158,667,668	2,027,714	9,251,332

2. **Advisory Vote on Executive Compensation**

For	Against	Abstain	Broker Non-Votes
132,877,804	26,655,319	1,162,259	9,251,332

3. **Ratification of PricewaterhouseCoopers LLP as the Company's Independent Auditors for year ending December 31, 2012**

For	Against	Abstain
167,676,433	1,707,783	562,498

4. **Subsidiary Proposals**

4.1 Authorizing the Company to vote for directors of its subsidiary, Assured Guaranty Re Ltd. ( AG Re ):

01 Election of Howard W. Albert:

For	Withheld	Broker Non-Votes
160,097,278	598,104	9,251,332

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02 Election of Robert A. Bailenson:

<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
160,124,165	571,217	9,251,332

03 Election of Russell B. Brewer II:

<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
160,123,730	571,652	9,251,332

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04 Election of Gary Burnet:

For	Withheld	Broker Non-Votes
160,126,212	569,170	9,251,332

05 Election of Dominic J. Frederico:

For	Withheld	Broker Non-Votes
160,126,451	568,931	9,251,332

06 Election of James M. Michener:

For	Withheld	Broker Non-Votes
159,042,623	1,652,759	9,251,332

07 Election of Robert B. Mills:

For	Withheld	Broker Non-Votes
160,119,790	575,592	9,251,332

08 Election of Kevin Pearson:

For	Withheld	Broker Non-Votes
160,125,111	570,271	9,251,332

4.2 Authorizing the Company to vote for the appointment of PricewaterhouseCoopers LLP as AG Re s independent auditors for the year ending December 31, 2012:

For	Against	Abstain
167,581,073	1,737,723	627,919





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 thereunto duly authorized.

ASSURED GUARANTY LTD.

By: /s/ James M. Michener  
Name: James M. Michener  
Title: General Counsel

DATE: May 10, 2012