

ASSURED GUARANTY LTD

Form SC 13G/A

January 09, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*
ASSURED GUARANTY LTD.**

(Name of Issuer)
Common Stock, \$0.01 Par Value

(Title of Class of Securities)
G0585R106
(CUSIP Number)
December 31, 2008
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

TABLE OF CONTENTS

Item 1(a) Name of Issuer

Item 1(b) Address of Issuer's Principal Executive Offices

Items 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Item 2(d) Title of Class of Securities

Item 2(e) CUSIP Number

Item 3 Not Applicable

Item 4 Ownership

Item 5 Ownership of Five Percent or Less of a Class

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported
on By the Parent Holding Company

Item 8 Identification and Classification of Members of the Group

Item 9 Notice of Dissolution of Group

Item 10 Certification

SIGNATURE

Table of Contents

CUSIP No. G0585R106 13G Page 2 of 11 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 S.A.C. Capital Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
 SHARED VOTING POWER
 215,000 (see Item 4)

7 EACH REPORTING PERSON
 SOLE DISPOSITIVE POWER
 0

8 WITH
 SHARED DISPOSITIVE POWER
 215,000 (see Item 4)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

215,000 (see Item 4)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.2% (see Item 4)

TYPE OF REPORTING PERSON*

12

00

***SEE INSTRUCTION BEFORE FILLING OUT**

Table of Contents

CUSIP No. G0585R106 13G Page 3 of 11 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 S.A.C. Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
 SHARED VOTING POWER
 215,000 (see Item 4)

7 EACH REPORTING PERSON
 SOLE DISPOSITIVE POWER
 0

8 WITH
 SHARED DISPOSITIVE POWER
 215,000 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

215,000 (see Item 4)

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2% (see Item 4)

12

TYPE OF REPORTING PERSON*

00

***SEE INSTRUCTION BEFORE FILLING OUT**

Table of Contents

CUSIP No. G0585R106 13G Page 4 of 11 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 CR Intrinsic Investors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
 SHARED VOTING POWER
 0 (see Item 4)

7 EACH REPORTING PERSON
 SOLE DISPOSITIVE POWER
 0

8 WITH
 SHARED DISPOSITIVE POWER
 0 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (see Item 4)

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0% (see Item 4)

12

TYPE OF REPORTING PERSON*

00

***SEE INSTRUCTION BEFORE FILLING OUT**

Table of Contents

CUSIP No. G0585R106 13G Page 5 of 11 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Canvas Capital Management, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
 SHARED VOTING POWER
 0 (see Item 4)

7 EACH REPORTING PERSON
 SOLE DISPOSITIVE POWER
 0

8 WITH
 SHARED DISPOSITIVE POWER
 0 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (see Item 4)

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0% (see Item 4)

12

TYPE OF REPORTING PERSON*

00

***SEE INSTRUCTION BEFORE FILLING OUT**

Table of Contents

CUSIP No. G0585R106 13G Page 6 of 11 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Steven A. Cohen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5 SOLE VOTING POWER
 NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
 SHARED VOTING POWER
 215,000 (see Item 4)

7 EACH REPORTING PERSON
 SOLE DISPOSITIVE POWER
 0

8 WITH
 SHARED DISPOSITIVE POWER
 215,000 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

215,000 (see Item 4)

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2% (see Item 4)

12

TYPE OF REPORTING PERSON*

IN

Table of Contents

Item 1(a) Name of Issuer:

Assured Guaranty Ltd.

Item 1(b) Address of Issuer's Principal Executive Offices:

30 Woodbourne Avenue, Hamilton HM 08, Bermuda

Items 2(a) Name of Person Filing:

This statement is filed by: (i) S.A.C. Capital Advisors, LLC (SAC Capital Advisors) with respect to shares of common stock, \$0.01 par value (Shares), of the Issuer beneficially owned by S.A.C. Capital Associates, LLC (SAC Capital Associates), S.A.C. MultiQuant Fund, LLC (SAC MultiQuant Fund) and S.A.C. Select Fund, LLC (SAC Select Fund); (ii) S.A.C. Capital Management, LLC (SAC Capital Management) with respect to Shares beneficially owned by SAC Capital Associates, SAC MultiQuant Fund and SAC Select Fund; (iii) CR Intrinsic Investors, LLC (CR Intrinsic Investors) with respect to Shares beneficially owned by CR Intrinsic Investments, LLC (CR Intrinsic Investments); (iv) Canvas Capital Management, LP (Canvas Capital Management) with respect to Shares beneficially owned by Canvas Capital Associates, LLC (Canvas Capital Associates); and (v) Steven A. Cohen with respect to Shares beneficially owned by SAC Capital Advisors, SAC Capital Management, SAC Capital Associates, SAC MultiQuant Fund, SAC Select Fund, CR Intrinsic Investors, CR Intrinsic Investments, Canvas Capital Management and Canvas Capital Associates.

Item 2(b) Address of Principal Business Office:

The address of the principal business office of (i) SAC Capital Advisors, CR Intrinsic Investors and Mr. Cohen is 72 Cummings Point Road, Stamford, Connecticut 06902, (ii) SAC Capital Management is 540 Madison Avenue, New York, New York 10022, and (iii) Canvas Capital Management is 101 California Street, Suite 4225, San Francisco, California 94111.

Item 2(c) Citizenship:

SAC Capital Advisors, SAC Capital Management and CR Intrinsic Investors are Delaware limited liability companies. Canvas Capital Management is a Delaware limited partnership. Mr. Cohen is a United States citizen.

Item 2(d) Title of Class of Securities:

Common Stock, \$0.01 par value per share

Table of Contents

Item 2(e) CUSIP Number:

G0585R106

Item 3 Not Applicable

Item 4 Ownership:

The percentages used herein are calculated based upon the Shares issued and outstanding as of October 31, 2008 as reported on the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission by the Issuer for the quarterly period ended September 30, 2008.

As of the close of business on December 31, 2008:

1. S.A.C. Capital Advisors, LLC

(a) Amount beneficially owned: 215,000

(b) Percent of class: 0.2%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 215,000

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 215,000

2. S.A.C. Capital Management, LLC

(a) Amount beneficially owned: 215,000

(b) Percent of class: 0.2%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 215,000

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 215,000

3. CR Intrinsic Investors, LLC

(a) Amount beneficially owned: -0-

(b) Percentage of class: 0%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: -0-

4. Canvas Capital Management, LP

(a) Amount beneficially owned: -0-

(b) Percent of class: 0%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: -0-

Table of Contents

5. Steven A. Cohen

(a) Amount beneficially owned: 215,000

(b) Percent of class: 0.2%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 215,000

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 215,000

SAC Capital Advisors, SAC Capital Management, CR Intrinsic Investors, Canvas Capital Management and Mr. Cohen own directly no Shares. Pursuant to investment management agreements in effect at the time, each of SAC Capital Advisors and SAC Capital Management shared all investment and voting power with respect to the securities held by SAC Capital Associates, SAC MultiQuant Fund and SAC Select Fund. Pursuant to an investment management agreement, CR Intrinsic Investors maintains investment and voting power with respect to the securities held by CR Intrinsic Investments. Pursuant to Canvas Capital Associates operating agreement, Canvas Capital Management maintains investment and voting power with respect to the securities held by Canvas Capital Associates. Mr. Cohen controls each of SAC Capital Advisors, SAC Capital Management, CR Intrinsic Investors and Canvas Capital Management. CR Intrinsic Investments is a wholly owned subsidiary of SAC Capital Associates. As of December 31, 2008, by reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, each of SAC Capital Advisors, SAC Capital Management and Mr. Cohen may be deemed to own beneficially 215,000 Shares (representing approximately 0.2% of the Shares outstanding). Each of SAC Capital Advisors, SAC Capital Management, CR Intrinsic Investors, Canvas Capital Management and Mr. Cohen disclaims beneficial ownership of any of the securities covered by this statement, and SAC Capital Associates disclaims beneficial ownership of any securities held by CR Intrinsic Investments.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Table of Contents

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 10 of 11

Table of Contents

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 8, 2009

S.A.C. CAPITAL ADVISORS, LLC

By: /s/ Peter Nussbaum

Name:

Peter Nussbaum

Title: Authorized Person

S.A.C. CAPITAL MANAGEMENT,
LLC

By: /s/ Peter Nussbaum

Name:

Peter Nussbaum

Title: Authorized Person

CR INTRINSIC INVESTORS, LLC

By: /s/ Peter Nussbaum

Name:

Peter Nussbaum

Title: Authorized Person

CANVAS CAPITAL
MANAGEMENT, LP

By: /s/ Peter Nussbaum

Name:

Peter Nussbaum

Title: Authorized Person

STEVEN A. COHEN

By: /s/ Peter Nussbaum

Name:

Peter Nussbaum

Title: Authorized Person