

PRIMUS GUARANTY LTD
Form 8-K
May 04, 2010

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

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): April 29, 2010

PRIMUS GUARANTY, LTD.

(Exact name of registrant as specified in its charter)

Bermuda

(State or other Jurisdiction of
Incorporation)

001-32307

(Commission File Number)

98-0402357

(IRS Employer Identification No.)

Clarendon House

2 Church Street

Hamilton HM 11, Bermuda

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **441-296-0519**

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:

- 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))

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

At the Annual General Meeting of Shareholders of Primus Guaranty, Ltd. (the Registrant) held on April 29, 2010, the shareholders of the Registrant considered the three proposals set forth below that were submitted for shareholder vote. The proposals are described in detail in the Registrant's definitive proxy materials, which it filed with the Securities and Exchange Commission and first made available to shareholders on April 1, 2010. The final results for the votes regarding each proposal are set forth below.

1. To elect three Class I directors to hold office for three years and one Class II director to hold office for two years and, in each case, until their successors are elected and qualified.

| | FOR | WITHHELD |
|--------------------------|------------|-----------|
| Michael P. Esposito, Jr. | 26,069,957 | 6,482,007 |
| James H. MacNaughton | 26,463,993 | 6,087,971 |
| Thomas W. Jasper | 26,463,542 | 6,088,422 |
| David E. Czerniecki | 26,460,107 | 6,091,857 |

2. To approve the Primus Guaranty, Ltd. Incentive Compensation Plan, as amended and restated.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-----------|------------|---------|---------------------|
| 9,848,192 | 22,697,508 | 6,246 | 3,338,486 |

3. To appoint Ernst & Young LLP as the Company's independent auditors and to authorize the Audit Committee of the Board of Directors to set the auditors' remuneration.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|---------------------|
| 35,851,905 | 26,244 | 12,301 | 0 |

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Signature

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 hereunto duly authorized.

PRIMUS GUARANTY, LTD.

By: /S/ Vincent B. Tritto
Vincent B. Tritto
General Counsel
(Duly Authorized Officer)

Date: May 4, 2010

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