

ASSURED GUARANTY LTD  
Form 8-K  
May 11, 2015

---

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) — May 6, 2015  
ASSURED GUARANTY LTD.  
(Exact name of registrant as specified in its charter)

Bermuda (State or other jurisdiction of incorporation or organization)	001-32141 (Commission File Number)	98-0429991 (I.R.S. Employer Identification No.)
--	---------------------------------------	--

Assured Guaranty Ltd.  
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))
- 
-

Item 5.07 Submission of Matters to a Vote of Security Holders

Assured Guaranty Ltd. convened its annual general meeting of shareholders on May 6, 2015 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 directors			
1	Election of Francisco L. Borges:			
	For	Withheld		Broker Non-Votes
	131,108,359	339,389		8,017,427
2	Election of G. Lawrence Buhl:			
	For	Withheld		Broker Non-Votes
	129,658,743	1,789,005		8,017,427
3	Election of Stephen A. Cozen:			
	For	Withheld		Broker Non-Votes
	125,577,123	5,870,625		8,017,427
4	Election of Dominic J. Frederico:			
	For	Withheld		Broker Non-Votes
	129,729,131	1,718,617		8,017,427
5	Election of Bonnie L. Howard:			
	For	Withheld		Broker Non-Votes
	131,139,219	308,529		8,017,427
6	Election of Patrick W. Kenny:			
	For	Withheld		Broker Non-Votes
	129,674,964	1,772,784		8,017,427
	Election of Simon W. Leathes:			
7	For	Withheld		Broker Non-Votes
	131,138,417	309,331		8,017,427
8	Election of Michael T. O'Kane:			
	For	Withheld		Broker Non-Votes
	131,139,792	307,956		8,017,427
9	Election of Yukiko Omura:			
	For	Withheld		Broker Non-Votes
	130,759,795	687,953		8,017,427
2.	Advisory Vote on Executive Compensation			
	For	Against	Abstain	Broker Non-Votes
	128,904,946	2,476,019	66,783	8,017,427
3.	Ratification of PricewaterhouseCoopers LLP as the Company's Independent Auditors for year ending December 31, 2015			
	For	Against	Abstain	
	137,975,421	1,449,056	40,698	

4. Subsidiary Proposals

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

1	Election of Howard W. Albert:		
	For	Withheld	Broker Non-Votes
	130,836,846	610,902	8,017,427
2	Election of Robert A. Bailenson:		
	For	Withheld	Broker Non-Votes
	130,883,560	564,188	8,017,427
3	Election of Russell B. Brewer II:		
	For	Withheld	Broker Non-Votes
	130,883,431	564,317	8,017,427
4	Election of Gary Burnet:		
	For	Withheld	Broker Non-Votes
	130,883,660	564,088	8,017,427
5	Election of Stephen Donnarumma:		
	For	Withheld	Broker Non-Votes
	130,846,729	601,019	8,017,427
6	Election of Dominic J. Frederico:		
	For	Withheld	Broker Non-Votes
	130,881,696	566,052	8,017,427
7	Election of James M. Michener:		
	For	Withheld	Broker Non-Votes
	130,883,460	564,288	8,017,427

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, 2015:

	For	Against	Abstain
	137,971,452	1,450,822	42,901

**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 11, 2015