

ALLIED WORLD ASSURANCE CO HOLDINGS LTD
Form 8-K
October 20, 2008

**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): October 20, 2008
ALLIED WORLD ASSURANCE COMPANY HOLDINGS, LTD
(Exact name of Registrant as specified in its charter)

Bermuda
(State or other
jurisdiction of incorporation)

001-32938
(Commission File
Number)

98-0481737
(IRS employer
Identification No.)

27 Richmond Road
Pembroke HM 08, Bermuda
(Address of principal executive offices)
(441) 278-5400

(Registrant's telephone number including area code)

Not applicable

(Former name and 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))
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Item 8.01. Other Events

On October 20, 2008, Allied World Assurance Company Holdings, Ltd (Allied World) announced that it completed the acquisition of Darwin Professional Underwriters, Inc. (Darwin) pursuant to the terms of the Agreement and Plan of Merger (the Merger Agreement), dated as of June 27, 2008, by and among Allied World, Darwin and Allied World Merger Company (Merger Sub). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into Darwin (the Merger), with Darwin continuing as the surviving corporation and becoming a wholly-owned subsidiary of Allied World.

On October 20, 2008, Allied World issued a press release announcing the completion of the Merger. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release, dated October 20, 2008.

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 hereunto duly authorized.

**ALLIED WORLD ASSURANCE COMPANY
HOLDINGS, LTD**

Dated: October 20, 2008

By: /s/ Wesley D. Dupont

Name: Wesley D. Dupont

Title: Senior Vice President and General
Counsel