

Allied World Assurance Co Holdings, AG
Form SC 14D9/A
July 06, 2017

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

SCHEDULE 14D-9

(RULE 14d-101)

SOLICITATION/RECOMMENDATION STATEMENT

UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 6)

Allied World Assurance Company Holdings, AG

(Name of Subject Company)

Allied World Assurance Company Holdings, AG

(Name of Person Filing Statement)

Registered Shares, par value CHF 4.10 per share

(Title of Class of Securities)

H01531104

(CUSIP Number for Registered Shares)

Wesley D. Dupont, Esq.

**Executive Vice President and General Counsel
Allied World Assurance Company Holdings, AG
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(Name, address and telephone number of person authorized to receive
notice and communications on behalf of the person filing statement)

With copies to:

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Amendment No. 6 (the "Amendment") to the Solicitation/Recommendation Statement on Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed with the Securities and Exchange Commission (the "SEC") on May 8, 2017 (as amended or supplemented from time to time, the "Schedule 14D-9") by Allied World Assurance Company Holdings, AG, a corporation limited by shares incorporated under the laws of Switzerland ("Allied World," the "company," "we," "our" or "us"), relating to an exchange offer by Fairfax Financial Holdings Limited, a corporation incorporated under the laws of Canada ("Fairfax"), to purchase all of the outstanding registered ordinary shares of Allied World, par value CHF 4.10 per share (the "Allied World shares"). Fairfax is making the offer to purchase all of the outstanding Allied World shares through its indirect wholly owned subsidiary, Fairfax Financial Holdings (Switzerland) GmbH, a limited liability company organized under the laws of Switzerland ("FFH Switzerland"), and its direct wholly owned subsidiary 1102952 B.C. Unlimited Liability Company, an unlimited liability company organized under the laws of the province of British Columbia, Canada ("Canada Sub"), to acquire all of the outstanding Allied World shares upon the terms and subject to the conditions set out in the prospectus dated May 8, 2017 (as amended or supplemented from time to time, the "prospectus"), which is part of the Registration Statement on Form F-4 initially filed by Fairfax with the SEC on February 15, 2017, as amended by Amendment No. 1 to the Form F-4 filed by Fairfax with the SEC on April 7, 2017, Amendment No. 2 to the Form F-4 filed by Fairfax with the SEC on May 3, 2017, and Amendment No. 3 to the Form F-4 filed by Fairfax with the SEC on May 8, 2017, and in the related letter of transmittal (as amended or supplemented from time to time, the "letter of transmittal") filed as Exhibit (a)(4) to the Tender Offer Statement filed by Fairfax with the SEC on Schedule TO (as amended or supplemented from time to time, the "Schedule TO") on May 8, 2017. Any capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to such terms in the Schedule 14D-9.

The information in the Schedule 14D-9 is incorporated into this Amendment by reference to all of the applicable items in the Schedule 14D-9, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 2. Identity and Background of Filing Person

The information set forth in the section entitled "Exchange Offer" of Item 2 of the Schedule 14D-9 is hereby amended and supplemented by the following:

The Offer expired at 5:00 p.m. New York City time on July 5, 2017. Continental Stock Transfer & Trust Company, the exchange agent for the Offer, has indicated that as at 5:00 p.m. New York City time on July 5, 2017, 84,184,397 Allied World shares (including 6,319,913 Allied World shares tendered by guaranteed delivery) have been validly tendered into and not properly withdrawn from the Offer, representing approximately 96.1% of the outstanding Allied World shares.

Item 8. Additional Information

Item 8 of the Schedule 14D-9 is hereby supplemented by the following:

As disclosed in the prospectus and the Schedule 14D-9, Fairfax intends to complete the acquisition of Allied World by effecting a squeeze-out merger under Swiss law (the "Merger") and expects that any Allied World shareholders who have not tendered into the Offer and who are to be subject to the Merger will be compensated on the same terms as the Offer.

Allied World also announced today that it intends to voluntarily delist the Allied World shares from the NYSE and, provided that the requirements for deregistration are met, in due course, that it intends to subsequently deregister the Allied World shares under the Securities Exchange Act of 1934 (the "Exchange Act"). Allied World also intends to suspend its reporting obligations under the Exchange Act once it is eligible to do so.

Item 9. Exhibits

Item 9 is hereby amended to add exhibit (a)(5)(xviii).

Exhibit Number	Description
(a)(5)(xviii)*	Joint Press Release, dated July 6, 2017

*

Filed herewith

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 14D-9 is true, complete and correct.

ALLIED WORLD ASSURANCE COMPANY HOLDINGS, AG

Date: July 6, 2017

By: /s/ SCOTT A. CARMILANI

Name: Scott A. Carmilani

Title: Chairman and Chief Executive Officer

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