

ASPEN INSURANCE HOLDINGS LTD

Form 8-K

April 26, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 25, 2012

**ASPEN INSURANCE HOLDINGS LIMITED**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction

of incorporation)

**001-31909**  
(Commission

File Number)

**Not Applicable**  
(I.R.S. Employer

Identification No.)

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**141 Front Street**

**Hamilton HM 19**

**Bermuda**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (441) 295-8201**

**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))

**Section 5 Corporate Governance**

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

On April 25, 2012, Aspen Insurance Holdings Limited held its annual general meeting. Proxies were solicited by our management in connection with our 2012 Annual General Meeting. The voting results are set out below and there were no broker non-votes.

(1) Proposal regarding the re-election of Messrs. Julian Cusack and Glyn Jones as Class II directors of the Company until 2015 and the election of Mr. Ronald Pressman as a Class III director of the Company until 2013.

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>
Julian Cusack	59,373,556	4,778,513
Glyn Jones	60,922,690	3,229,379
Ronald Pressman	62,898,919	1,253,150

(2) Proposal regarding the Appointment of the Company's Independent Registered Public Accounting Firm.

At the 2012 Annual General Meeting, the Shareholders voted to approve the appointment of KPMG Audit Plc ( KPMG ) as our independent registered public accounting firm for the fiscal year ending December 31, 2012, and have authorized the Company's Board of Directors through the Audit Committee to set their remuneration.

	<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>
KPMG	63,748,992	401,229	1,848

**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.

**ASPEN INSURANCE HOLDINGS LIMITED**

(Registrant)

Dated: April 26, 2012

By: /s/ Julian Cusack  
Name: Julian Cusack  
Title: Chief Financial Officer