

Vacher Kate
Form 4
March 07, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Vacher Kate

2. Issuer Name and Ticker or Trading Symbol
ASPEN INSURANCE HOLDINGS LTD [AHL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO, ABL

ASPEN INSURANCE HOLDINGS LIMITED, 141 FRONT STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HAMILTON, D0 HM19

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Ordinary Shares	03/05/2018		A	1,121	A <u>(1)</u> 36,700	D	
Ordinary Shares	03/05/2018		F ⁽²⁾	415	D \$ 37.95 36,285	D	
Ordinary Shares	03/05/2018		A	4,361	A <u>(3)</u> 40,646	D	
Ordinary Shares	03/05/2018		F ⁽⁴⁾	1,612	D \$ 37.95 39,034	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Share Units (2015 Grant)	<u>(5)</u>	03/05/2018		M	1,121	<u>(6)</u> / <u>(6)</u>	Ordinary Shares	1,121
2015 Performance Shares	<u>(7)</u>	03/05/2018		M	4,361	<u>(8)</u> / <u>(8)</u>	Ordinary Shares	4,361

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vacher Kate ASPEN INSURANCE HOLDINGS LIMITED 141 FRONT STREET HAMILTON, D0 HM19			CEO, ABL	

Signatures

/s/Silvia Martinez as Attorney-in-fact for Kathryn Vacher 03/07/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Ordinary shares acquired upon mandatory conversion of previously granted Restricted Share Units.
- (2) Ordinary shares withheld in order to satisfy tax liability upon vesting of previously granted Restricted Share Units.

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- (3) Ordinary shares acquired upon mandatory conversion of Performance Shares in accordance with the performance conditions having been met.
- (4) Ordinary shares withheld in order to satisfy tax liability upon vesting of previously granted Performance Shares.
- (5) Each Restricted Share Unit represents the right to receive one share of the Issuer's Ordinary Shares.
Represents 2015 Restricted Share Units granted on March 5, 2015 under our 2013 Share Incentive Plan, as amended. One-third of the 2015 Restricted Share Units vests annually on the anniversary of the grant date over a three-year period, in each case subject to the
- (6) Reporting Person's continued service. Upon vesting of the 2015 Restricted Share Units, the Reporting Person shall be entitled to receive a number of Ordinary Shares equal to the number of Restricted Share Units then vesting.
- (7) Each Performance Share represents the right to receive one share of the Issuer's Ordinary Shares.
- (8) Represents 2015 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer. One third of the 2015 Performance Share award is tested annually over a three-year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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