

ASPEN INSURANCE HOLDINGS LTD

Form 8-K

May 03, 2011

Table of Contents

**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): May 3, 2011

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.)

Maxwell Roberts Building

1 Church Street

Hamilton HM 11

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))
-

TABLE OF CONTENTS

Item 5.07 Submission of Matters to a Vote of Security Holders

SIGNATURES

Table of Contents**Section 5 Corporate Governance****Item 5.07 Submission of Matters to a Vote of Security Holders**

On April 28, 2011, Aspen Insurance Holdings Limited held its annual general meeting. Proxies were solicited by our management in connection with our 2011 Annual General Meeting. The voting results are set out below and there were no broker non-votes.

(1) Proposal regarding the approval of the compensation of the Company's Named Executive Officers, as disclosed in our report on Form 10-K, filed on February 25, 2011, as part of the non-binding advisory vote for Say-On-Pay.

| | Votes For | Votes Against | Votes Abstained |
|---|------------------|----------------------|------------------------|
| Approval of Named Executive Officers Compensation | 59,339,451 | 3,432,301 | 1,155,270 |

(2) Proposal regarding the re-election of Messrs. Christopher O Kane, John Cavoores, Liaquat Ahamed, and Ms. Heidi Hutter and the election of Mr. Albert Beer as Class I directors of the Company until 2014.

| Nominee | Votes For | Votes Withheld |
|--------------------|------------------|-----------------------|
| Christopher O Kane | 60,961,270 | 2,965,752 |
| John Cavoores | 60,961,279 | 2,965,743 |
| Liaquat Ahamed | 43,875,876 | 20,051,146 |
| Heidi Hutter | 61,686,231 | 2,240,791 |
| Albert Beer | 62,876,794 | 1,050,228 |

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

At the 2011 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, 2011, and have authorized the Company's Board of Directors through the Audit Committee to set their remuneration.

| | Votes For | Votes Against | Votes Abstained |
|------|------------------|----------------------|------------------------|
| KPMG | 63,633,589 | 287,683 | 5,750 |

(4) Proposal regarding the approval of the 2011 Share Incentive Plan

At the 2011 Annual General Meeting, the Shareholders voted to approve the 2011 Share Incentive Plan. The 2011 Share Incentive Plan was not approved.

| | Votes For | Votes Against | Votes Abstained |
|---------------------------------------|------------------|----------------------|------------------------|
| Approval of 2011 Share Incentive Plan | 25,430,488 | 38,207,125 | 289,409 |

Table of Contents

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: May 3, 2011

By: /s/ Richard Houghton

Name: Richard Houghton

Title: Chief Financial Officer