ASSURED GUARANTY LTD

Form 4

December 02, 2016

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

OMB APPROVAL

response...

SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

O Kane Michael T

(Last)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ASSURED GUARANTY LTD

below)

(First) (Middle)

[AGO]

X_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

3. Date of Earliest Transaction

11/30/2016

30 WOODBOURNE AVENUE

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

HAMILTON, D0 HM08

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

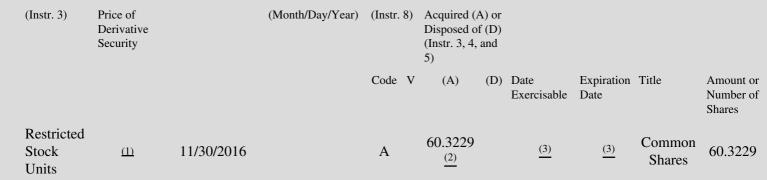
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of TransactionDerivative Derivative Conversion (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Security any

Edgar Filing: ASSURED GUARANTY LTD - Form 4



Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

O Kane Michael T 30 WOODBOURNE AVENUE X HAMILTON, D0 HM08

Signatures

By: Ling Chow, Attorney-in-fact

**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).
- Each restricted stock unit ("RSU") represents a right equivalent to one common share of the Company, 50% of which is payable in (1) common shares and 50% of which is payable in a cash amount equal to the fair market value of one common share of the Company on the settlement date.
- (2) Represents accrual of dividend equivalents on RSUs granted pursuant to the Assured Guaranty Ltd. 2004 Long Term Incentive Plan which meets the requirements of Rule 16b-3.
- (3) Each RSU is vested. The RSUs will be payable on or about January 6, 2017.
 - The total includes RSUs that were granted prior to January 1, 2009 plus dividend accruals on such RSUs. Because these RSUs originally could be settled solely for common shares, they were previously reported on Table I. On November 2, 2016, the terms of these RSUs
- (4) were amended to allow settlement in a combination of cash and common shares. Accordingly, these RSUs are now included in total RSUs in Table II and the common shares underlying such RSUs no longer will be included in the total amount of common shares reported in Table I until such time as the RSUs are settled.
- (5) Total excludes derivative securities of other types and other tranches, different vesting terms, performance periods and conditions, exercise prices and expiration dates, as applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2