

Allied World Assurance Co Holdings, AG

Form S-4/A

August 17, 2011

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As filed with the U.S. Securities and Exchange Commission on August 17, 2011

Registration No. 333-175398

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

Amendment No. 4 to

**Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Allied World Assurance Company Holdings, AG
(Exact name of registrant as specified in its charter)

Switzerland

*(State or Other Jurisdiction of
Incorporation or Organization)*

6331

*(Primary Standard Industrial
Classification Code Number)*

98-0681223

*(I.R.S. Employer
Identification No.)*

**Lindenstrasse 8, 6340 Baar
Zug, Switzerland
41-41-768-1080**

*(Address, including ZIP Code, and Telephone Number, including Area Code, of Registrant's Principal Executive
Offices)*

**CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 894-8940**

(Name, Address, including ZIP Code, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

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Jeffrey S.
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787 Seventh Avenue
New York, NY 10019
(212) 728-8000**

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Allied World Assurance
Company Holdings, AG
Lindenstrasse 8
6340 Baar
Zug, Switzerland
(441) 278-5400**

**Gary A. Schwartz,
Esq.
Transatlantic
Holdings, Inc.
80 Pine Street
New York, NY
10005
(212) 365-2200**

**Lois Herzeca, Esq.
Gibson, Dunn &
Crutcher LLP
200 Park Avenue
New York, NY
10166
(212) 351-4000**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Shares	57,016,384(1)	N/A	\$3,172,184,251.20(2)	\$368,290.59(3)(4)

- (1) Represents the estimated maximum number of the Registrant's common shares to be issued pursuant to the merger agreement described herein. The number of common shares is based on the number of shares of Transatlantic Holdings, Inc. (Transatlantic) common stock (Transatlantic common stock) outstanding as of July 5, 2011 and potentially issuable pursuant to Transatlantic stock options and stock-based awards prior to closing.
- (2) Estimated solely for purposes of calculating the registration fee required by Section 6(b) of the Securities Act and calculated pursuant to Rules 457(f)(1) and 457(c) under the Securities Act. The proposed maximum aggregate offering price of the Registrant's common shares was calculated based upon the market value of shares of Transatlantic common stock (the securities to be cancelled in the merger) in accordance with Rule 457(c) under the Securities Act as follows: the product of (a) \$48.96, the average of the high and low prices per share of Transatlantic common stock on July 5, 2011, as quoted on the New York Stock Exchange, multiplied by (b) 64,791,345, the estimated number of shares of Transatlantic common stock outstanding as of July 5, 2011 and potentially issuable pursuant to Transatlantic options and stock-based awards prior to closing.
- (3) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$116.10 per \$1,000,000 of the proposed maximum aggregate offering price.

(4) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the Registration Statement shall become effective on such dates as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of such securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to appropriate registration or qualification under the securities laws of such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED AUGUST 17, 2011

PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

Allied World Assurance Company Holdings, AG (Allied World) and Transatlantic Holdings, Inc. (Transatlantic) have agreed to a merger of equals business combination of the two companies pursuant to the terms of an Agreement and Plan of Merger, dated as of June 12, 2011 (the merger agreement). Pursuant to the terms of the merger agreement, GO Sub, LLC, a wholly-owned subsidiary of Allied World (Merger Sub), will merge with and into Transatlantic (the merger), with Transatlantic surviving as a wholly-owned subsidiary of Allied World. Upon completion of the merger, Allied World will be the parent company of Transatlantic and Allied World's name will be changed to TransAllied Group Holdings, AG .

Upon completion of the merger, Transatlantic stockholders will be entitled to receive 0.88 registered shares (*Namenaktien*) of Allied World (Allied World shares) for each share of Transatlantic common stock, par value \$1.00 per share (Transatlantic common stock), that they own immediately prior to the effective time of the merger (the exchange ratio), together with cash in lieu of Allied World fractional shares. This exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing of the merger. Based on the closing price of Allied World shares on the New York Stock Exchange, Inc. (the NYSE) on June 10, 2011, the last trading day before public announcement of the merger, the exchange ratio represented approximately \$51.10 in value for each share of Transatlantic common stock. Based on the closing price of Allied World shares on the NYSE on , 2011, the latest practicable trading day before the date of this joint proxy statement/prospectus, the exchange ratio represented approximately \$ in value for each share of Transatlantic common stock. Allied World shareholders will continue to own their existing Allied World shares after the merger. Allied World shares are currently traded on the NYSE under the symbol AWH, and Transatlantic common stock is currently traded on the NYSE under the symbol TRH. **We urge you to obtain current market quotations of Allied World shares and Transatlantic common stock.**

Based on the estimated number of Allied World shares and Transatlantic common stock that will be outstanding immediately prior to the closing of the merger, we estimate that, on a fully diluted basis, upon such closing, former Allied World shareholders will own approximately 42% of the combined company and former Transatlantic stockholders will own approximately 58% of the combined company.

Allied World and Transatlantic will each hold a meeting of their respective shareholders (the Special Shareholder Meetings) in connection with the merger. At the extraordinary general meeting of Allied World shareholders, (the Allied World Special Shareholder Meeting), Allied World shareholders will be asked to vote on proposals to increase the ordinary share capital, conditional share capital and authorized share capital of Allied World, a proposal to approve the issuance of Allied World shares to Transatlantic stockholders, a proposal to amend the Allied World Articles of Association to change Allied World's name to TransAllied Group Holdings, AG , a proposal to elect directors to the combined company's board of directors upon completion of the merger, and certain other related

proposals. At the special meeting of Transatlantic stockholders (the Transatlantic Special Shareholder Meeting), Transatlantic stockholders will be asked to vote on the adoption of the merger agreement and certain other related proposals.

We cannot complete the merger unless the holders of each company's shares approve the proposals related to the merger. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend either Special Shareholder Meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the Allied World or Transatlantic Special Shareholder Meeting, as applicable.**

The Allied World board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby are in the best interests of Allied World. The Allied World board of directors unanimously recommends that the Allied World shareholders vote (i) FOR the proposals to increase the ordinary share capital, (ii) FOR the

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proposal to issue shares of Allied World in the merger, (iii) FOR the proposal to amend Allied World's Articles of Association to change the company's name, (iv) FOR the proposal to elect directors to the combined company's board of directors, (v) FOR the proposal to effect a capital reduction to allow for the payment of a dividend to the combined company's shareholders after the completion of the merger and (vi) FOR the proposal to approve the fourth amendment and restatement of the Allied World Third Amended and Restated 2004 Stock Incentive Plan.

The Transatlantic board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby are in the best interests of Transatlantic and its stockholders. The Transatlantic board of directors unanimously recommends that Transatlantic stockholders vote (i) FOR the proposal to adopt the merger agreement, (ii) FOR the proposal to approve adjournment of the Transatlantic Special Shareholder Meeting, if necessary or appropriate, to solicit additional proxies and (iii) FOR the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Transatlantic's named executive officers in connection with the merger and the agreements and understandings pursuant to which such compensation may be paid or become payable.

The obligations of Allied World and Transatlantic to complete the merger are subject to the satisfaction or waiver of several conditions. The accompanying joint proxy statement/prospectus contains detailed information about Allied World, Transatlantic, the meetings, the merger agreement and the merger. **You should read this joint proxy statement/prospectus carefully and in its entirety before voting, including the section entitled Risk Factors beginning on page 22.**

We look forward to the successful combination of Allied World and Transatlantic.

Sincerely,

Scott A. Carmilani
Chairman, President and Chief Executive Officer
Allied World Assurance Company Holdings, AG

Richard S. Press
Chairman of the Board of Directors
Transatlantic Holdings, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated _____, 2011 and is first being mailed to the holders of shares of Allied World and Transatlantic on or about _____, 2011.

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**ALLIED WORLD ASSURANCE COMPANY HOLDINGS, AG
Lindenstrasse 8, 6340 Baar
Zug, Switzerland**

**NOTICE OF SPECIAL SHAREHOLDER MEETING
TO BE HELD ON _____, 2011**

August _____, 2011

To the Shareholders of Allied World Assurance Company Holdings, AG:

We are pleased to invite you to attend the extraordinary general meeting of shareholders of Allied World Assurance Company Holdings, AG (Allied World), a Swiss corporation, which will be held at Allied World's corporate headquarters, Lindenstrasse 8, 6340 Baar, Zug, Switzerland, on _____, 2011, at 2:00 p.m. local time, for the following purposes (the Allied World Special Shareholder Meeting):

to consider and vote on the proposal to increase Allied World's ordinary share capital pursuant to article 3a(a) of the Articles of Association of Allied World, a copy of which is included as Annex D to the joint proxy statement/prospectus of which this notice forms a part (the Allied World Articles), by up to CHF 887,860,538 (equaling USD 1,156,882,281) to up to CHF 1,472,939,677.4 (equaling USD 1,919,240,400) to permit the issuance of Allied World registered shares (*Namenaktien*) (Allied World shares) to Transatlantic Holdings, Inc. (Transatlantic) stockholders pursuant to, and only in connection with, the merger as contemplated by the Agreement and Plan of Merger, dated as of June 12, 2011, as it may be amended from time to time, by and among Allied World, Transatlantic and GO Sub, LLC, a Delaware limited liability company and a wholly-owned subsidiary of Allied World (the merger agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice forms a part, including the exclusion of all preferential subscription rights to which Allied World shareholders may be entitled; the contributions for the new registered shares are paid by converting existing reserves (*Kapitalreserven*) into share capital;

to consider and vote on the proposal to increase Allied World's conditional share capital pursuant to article 5(a) of the Allied World Articles by up to CHF 76,894,774 (equaling USD 100,193,891) to up to CHF 138,634,774 (equaling USD 180,641,111), only in connection with the merger;

to consider and vote on the proposal to increase Allied World's authorized share capital pursuant to article 6(a) of the Allied World Articles by up to CHF 177,572,113.5 (equaling USD 231,376,463.9) to up to CHF 294,587,935.5 (equaling USD 383,848,080), only in connection with the merger;

to consider and vote on the proposal to issue Allied World shares to Transatlantic stockholders pursuant to the merger and as contemplated by the merger agreement as required by New York Stock Exchange (NYSE) rules;

to consider and vote on the proposal to amend article 1 of the Allied World Articles to change Allied World's name to TransAllied Group Holdings, AG (TransAllied) immediately following, and conditioned upon, the completion of the merger; and

to elect (x) three Class II directors to hold office commencing upon the completion of the merger and ending upon TransAllied's Annual Shareholder Meeting in 2012, (y) four Class III directors to hold office commencing upon the completion of the merger and ending upon TransAllied's Annual Shareholder Meeting in 2013 and (z) four Class I directors to hold office commencing upon the completion of the merger and ending upon

TransAllied's Annual Shareholder Meeting in 2014.

Completion of the merger is conditioned on, among other things, approval of each of the proposals described above.

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In addition, there are two additional proposals, the approval of the second proposal is conditioned upon the approval of the proposals set forth above:

to consider and vote on the proposal to effect a capital reduction to allow for the payment of a dividend to the combined company's shareholders after the completion of the merger; and

to consider and vote on the proposal to amend and restate the Allied World Third Amended and Restated 2004 Stock Incentive Plan (the "Stock Incentive Plan"), the form of which is included as Annex E to the joint proxy statement/prospectus of which this notice forms a part, to, among other things, increase the number of shares reserved for issuance under the Stock Incentive Plan and extend the Stock Incentive Plan's termination date, effective upon the completion of the merger.

Allied World will transact no other business at the meeting except such business as may properly be brought before the Allied World Special Shareholder Meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the Allied World Special Shareholder Meeting.

The Allied World board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, the issuance of the Allied World shares to Transatlantic stockholders pursuant to the merger and the amendment of the Allied World Articles, are in the best interests of Allied World. **The Allied World board of directors unanimously recommends that Allied World shareholders vote FOR each of the proposals set forth above.**

The Allied World board of directors has fixed the close of business on July 22, 2011 as the record date for determination of Allied World shareholders entitled to receive notice of, and to vote at, the Allied World Special Shareholder Meeting or any adjournments or postponements thereof. Only holders of record of Allied World shares at the close of business on the record date are entitled to receive notice of, and to vote at, the Allied World Special Shareholder Meeting.

The approval of each of the proposals to increase the share capital of Allied World requires the approval of at least 66²/₃% of the votes represented at the Allied World Special Shareholder Meeting and a majority of the nominal value of the Allied World shares represented at such meeting, where holders of at least 50% of the total outstanding Allied World shares are represented and voting and who are entitled to vote on such proposal. The approval of the proposals to issue the Allied World shares pursuant to the merger and to amend and restate the Stock Incentive Plan in order to increase the shares reserved for issuance thereunder requires the affirmative vote of the holders of a majority of shares entitled to vote on the proposal and present in person or represented by proxy at the Allied World Special Shareholder Meeting; provided that the total votes cast on each such proposal represent over 50% of the outstanding Allied World shares entitled to vote on such proposal (whereby abstentions will be treated as votes cast for purposes of such proposal and will have the effect of votes against such proposals, and broker non-votes will not be treated as votes cast for purposes of such proposal). The approval of the proposals to amend the Allied World Articles to change Allied World's name to TransAllied Group Holdings, AG following the completion of the merger, to elect the directors as described above and to approve a capital reduction to allow for payment of a dividend to the combined company shareholders after the completion of the merger, require a majority of the votes cast in favor of such proposals at the Allied World Special Shareholder Meeting (whereby abstentions and broker non-votes will not be treated as votes cast for purposes of such proposal) where holders of at least 50% of the total outstanding Allied World shares are represented and voting and who are entitled to vote on such proposals.

Your vote is very important. Whether or not you expect to attend in person, we urge you to submit a proxy to vote your shares as promptly as possible by signing and returning the enclosed proxy card in the postage-paid

envelope provided, so that your shares may be represented and voted at the Allied World Special Shareholder Meeting. If your shares are held in an Allied World plan or in the name of a bank, brokerage firm or other nominee, please follow the instructions on the voting instruction card furnished by the plan trustee or administrator, or record holder, as appropriate.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read the joint proxy statement/prospectus of which this notice forms a part, including any documents incorporated by reference, and the Annexes carefully and in their entirety. If you

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have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your Allied World shares, please contact Allied World's proxy solicitor:

MacKenzie Partners, Inc.
105 Madison Avenue
New York, NY 10016
(800) 322-2885
or
(212) 929-5500 (collect)
E-mail: proxy@mackenziepartners.com

By Order of the Board of Directors of
Allied World Assurance Company Holdings, AG,

Wesley D. Dupont
Corporate Secretary

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**TRANSATLANTIC HOLDINGS, INC.
80 Pine Street
New York, NY 10005**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON _____, 2011**

August _____, 2011

To the Stockholders of Transatlantic Holdings, Inc.:

We are pleased to invite you to attend the special meeting of stockholders of Transatlantic Holdings, Inc. ("Transatlantic"), a Delaware corporation, which will be held at The Down Town Association, 60 Pine Street, New York, New York, on _____, 2011, at 8:00 a.m. local time, for the following purposes (the "Transatlantic Special Shareholder Meeting"):

to consider and vote on the proposal to adopt the Agreement and Plan of Merger, dated as of June 12, 2011, as it may be amended from time to time (the "merger agreement"), by and among Allied World Assurance Company Holdings, AG ("Allied World"), Transatlantic and GO Sub, LLC, a Delaware limited liability company and a wholly-owned subsidiary of Allied World, a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice forms a part;

to consider and vote upon the proposal to adjourn the Transatlantic Special Shareholder Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the foregoing proposal; and

to consider and vote on a proposal, on an advisory (non-binding) basis, to approve the compensation that may be paid or become payable to Transatlantic's named executive officers in connection with the merger, and the agreements and understandings pursuant to which such compensation may be paid or become payable, as described in the section entitled "The Merger - Interests of Transatlantic's Directors and Executive Officers in the Merger - Golden Parachute Compensation."

Completion of the merger is conditioned on, among other things, approval of the proposal to adopt the merger agreement.

Transatlantic will transact no other business at the Transatlantic Special Shareholder Meeting except such business as may properly be brought before the Transatlantic Special Shareholder Meeting or any adjournment or postponements thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the Transatlantic Special Shareholder Meeting.

The Transatlantic board of directors has unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of Transatlantic and its stockholders. **The Transatlantic board of directors unanimously recommends that Transatlantic stockholders vote FOR each of the proposals set forth above.**

The Transatlantic board of directors has fixed the close of business on July 22, 2011 as the record date for determination of Transatlantic stockholders entitled to receive notice of, and to vote at, the Transatlantic Special Shareholder Meeting or any adjournments or postponements thereof. Only holders of record of Transatlantic common stock ("Transatlantic common stock") at the close of business on the record date are entitled to receive notice of, and to

vote at, the Transatlantic Special Shareholder Meeting. A list of the names of Transatlantic stockholders of record will be available for ten days prior to the Transatlantic Special Shareholder Meeting for any purpose germane to the Transatlantic Special Shareholder Meeting between the regular business hours of 9:00 a.m. and 5:00 p.m., local time, at Transatlantic's headquarters, 80 Pine Street,

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New York, NY. The Transatlantic stockholder list will also be available at the Transatlantic Special Shareholder Meeting during the whole time thereof for examination by any stockholder present at such meeting.

Adoption of the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Transatlantic common stock entitled to vote thereon. Approval of the proposal to adjourn the Transatlantic Special Shareholder Meeting, if necessary or appropriate, for the purpose of soliciting additional proxies requires the affirmative vote of the holders of a majority of the shares of Transatlantic common stock entitled to vote and present in person or represented by proxy, whether or not a quorum is present. Approval, on an advisory (non-binding) basis, of the compensation that may be paid or become payable to Transatlantic's named executive officers in connection with the merger, and the agreements and understandings pursuant to which such compensation may be paid or become payable, requires the affirmative vote of the holders of a majority of the shares of Transatlantic common stock present in person or represented by proxy and entitled to vote thereon.

Your vote is very important. Whether or not you expect to attend the Transatlantic Special Shareholder Meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either: (1) logging onto <http://proxy.georgeson.com> and following the instructions on your proxy card; (2) dialing 1-877-456-7915 and listening for further directions; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Transatlantic Special Shareholder Meeting. If your shares are held in the name of a bank, brokerage firm or other nominee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read the joint proxy statement/prospectus of which this notice forms a part, including any documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Transatlantic common stock, please contact Transatlantic's proxy solicitor:

Georgeson Inc.
199 Water Street
New York, NY 10038
(888) 613-9817
(Banks and brokers please call: (212) 440-9800)
E-mail: transatlantic@georgeson.com

By Order of the Board of Directors of
Transatlantic Holdings, Inc.,

Amy M. Cinquegrana
Secretary

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ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Allied World and Transatlantic from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

MacKenzie Partners, Inc.
105 Madison Avenue
New York, NY 10016
(800) 322-2885
or
(212) 929-5500 (collect)
E-mail: proxy@mackenziepartners.com

Georgeson Inc.
199 Water Street
New York, NY 10038
(888) 613-9817
(Banks and brokers please call: (212) 440-9800)
E-mail: transatlantic@georgeson.com

or

or

Allied World Assurance Company Holdings, AG
Lindenstrasse 8, 6340 Baar
Zug, Switzerland
Attn.: Corporate Secretary
(441) 278-5400

Transatlantic Holdings, Inc.
80 Pine Street
New York, NY 10005
Attn.: Investor Relations
(212) 365-2200

Investors may also consult Allied World's or Transatlantic's website for more information concerning the merger described in this joint proxy statement/prospectus. Allied World's website is www.awac.com. Transatlantic's website is www.transre.com. Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

If you would like to request any documents, please do so by _____, 2011 in order to receive them before the meetings.

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page 188.

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ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission (the "SEC") by Allied World, constitutes a prospectus of Allied World under Section 5 of the Securities Act of 1933, as amended (the "Securities Act"), with respect to the Allied World registered shares (the "Allied World shares") to be issued to the Transatlantic stockholders pursuant to the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both Allied World and Transatlantic under Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). It also constitutes a notice of meeting with respect to the extraordinary general meeting of Allied World shareholders (the "Allied World Special Shareholder Meeting") and a notice of meeting with respect to the special meeting of Transatlantic stockholders (the "Transatlantic Special Shareholder Meeting").

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated [redacted], 2011. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy statement/prospectus to Allied World shareholders or Transatlantic stockholders nor the issuance by Allied World of Allied World shares pursuant to the merger will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding Allied World has been provided by Allied World and information contained in this joint proxy statement/prospectus regarding Transatlantic has been provided by Transatlantic.

All references in this joint proxy statement/prospectus to "Allied World" refer to Allied World Assurance Company Holdings, AG, a Swiss corporation, and/or its consolidated subsidiaries, unless the context requires otherwise; all references in this joint proxy statement/prospectus to "Transatlantic" refer to Transatlantic Holdings, Inc., a Delaware corporation, and/or its consolidated subsidiaries, unless the context requires otherwise; all references to "Merger Sub" refer to GO Sub, LLC, a Delaware limited liability company and wholly-owned subsidiary of Allied World formed for the sole purpose of effecting the merger; unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to "we," "our" and "us" refer to Allied World and Transatlantic collectively; and, unless otherwise indicated or as the context requires, all references to the "merger agreement" refer to the Agreement and Plan of Merger, dated as of June 12, 2011, as it may be amended from time to time, by and among Allied World, Transatlantic and Merger Sub, a copy of which is included as Annex A to this joint proxy statement/prospectus. Allied World, following completion of the merger, is sometimes referred to in this joint proxy statement/prospectus as "TransAllied" or the "combined company." Also, in this joint proxy statement/prospectus, "\$" and "USD" refer to U.S. dollars and "CHF" refers to Swiss francs; all metrics reported in U.S. dollars that are based on Swiss francs (for example share capital amounts of Allied World) assume an exchange ratio of USD 1.303 to CHF 1.00, the exchange rate prevailing on August 12, 2011. "Local time" means the local time in Switzerland with respect to the Allied World Special Shareholder Meeting and related matters, and the local time in New York City with respect to the Transatlantic Special Shareholder Meeting and related matters.

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QUESTIONS AND ANSWERS

The following are some questions that you, as a shareholder of Allied World Assurance Company