

ASPEN INSURANCE HOLDINGS LTD
Form SC 14D9/A
June 27, 2014

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

SCHEDULE 14D-9
(Rule 14d-101)
SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)

ASPEN INSURANCE HOLDINGS LIMITED
(Name of Subject Company)

ASPEN INSURANCE HOLDINGS LIMITED
(Name of Person(s) Filing Statement)

ORDINARY SHARES, PAR VALUE 0.15144558¢ PER SHARES
(Title of Class of Securities)

G05384105

(CUSIP Number of Class of Securities)

Michael Cain

Patricia Roufca

141 Front Street

Hamilton HM 19

Bermuda

Telephone: (441) 295-8201

Facsimile: (441) 295-1829

**(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications
on Behalf of the Person(s) Filing Statement)**

With copies to:

Michael Groll, Esq.

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, NY 10019-6099

Telephone: (212) 728-8616

Facsimile: (212) 728-9616

Joseph D. Ferraro, Esq.

**Willkie Farr & Gallagher (UK)
LLP**

CityPoint

1 Ropemaker Street

London, UK EC2Y 9AW

Telephone: +44 203 580 4707

Facsimile: +44 203 580 4800

Daniel A. Neff, Esq.

Gregory E. Ostling, Esq.

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, NY 10019

Telephone: (212) 403-1218

Facsimile: (212) 403-2218

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 2 to Schedule 14D-9 amends and supplements the Schedule 14D-9 originally filed by Aspen Insurance Holdings Limited, a Bermuda exempted company (Aspen or the Company), with the Securities and Exchange Commission on June 17, 2014 (as amended from time to time, the Statement). Capitalized terms used but not defined herein have the meanings ascribed to them in the Statement.

Except as otherwise noted below, no changes are being made to the Statement.

Item 9. Exhibits

Item 9 is hereby amended and supplemented by adding the following exhibits:

**Exhibit
No.**

Description

- | | |
|---------|--|
| (a)(16) | Letter to the Company's shareholders dated June 27, 2014. |
| (a)(17) | Press release issued by the Company on June 27, 2014 relating to the revocation statement filed on Schedule 14A on June 27, 2014. |
| (a)(18) | Screen shots from the Company's website, as available at http://aspen.shareholderresource.com on June 27, 2014. |

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

ASPEN INSURANCE HOLDINGS LIMITED

By: /s/ Michael Cain
Name: Michael Cain
Title: Group General Counsel

Dated: June 27, 2014

- 3 -