

ASPEN INSURANCE HOLDINGS LTD
Form 8-K
April 24, 2015

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): April 22, 2015

ASPEN INSURANCE HOLDINGS LIMITED
(Exact name of registrant as specified in its charter)

Bermuda (State or other jurisdiction of incorporation) 141 Front Street Hamilton HM 19 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)	001-31909 (Commission File Number)	Not Applicable (I.R.S. Employer Identification No.)
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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))

Section 5 - Corporate Governance

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 22, 2015, Aspen Insurance Holdings Limited (the “Company”) held its 2015 annual general meeting of shareholders (the “Annual General Meeting”). Proxies with respect to the matters voted upon at the Annual General Meeting were solicited under Regulation 14A of the Securities Exchange Act of 1934, as amended. All the resolutions put forward at the Annual General Meeting were approved by the requisite majority vote. The final voting results of the Annual General Meeting are set out below:

(1) Proposal 1 regarding the re-election of Messrs. Glyn Jones, Gary Gregg and Bret Pearlman as Class II directors of the Company.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Glyn Jones	47,263,035	7,717,834	2,274,350
Gary Gregg	47,582,941	7,397,928	2,274,350
Bret Pearlman	47,615,773	7,365,096	2,274,350

(2) Proposal 2 regarding the non-binding, advisory vote approving the compensation of the Company’s named executive officers as disclosed in the Proxy Statement, filed on March 11, 2015 with the U.S. Securities and Exchange Commission (“Say-On-Pay Vote”).

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Approval of Named Executive Officers’ Compensation	51,624,225	3,182,872	173,772	2,274,350

(3) Proposal 3 regarding the appointment of KPMG LLP (“KPMG”), London, England, to act as the Company’s independent registered public accounting firm and auditor for the fiscal year ending December 31, 2015, and to authorize the Company’s Board of Directors through the Audit Committee to set the remuneration for KPMG.

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Appointment of KPMG	56,794,465	297,279	163,475	—

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: April 24, 2015

By: /s/ Scott Kirk
Name: Scott Kirk
Title: Chief Financial Officer