

AMERICAN SAFETY INSURANCE HOLDINGS LTD

Form 3

June 12, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â FAIRFAX FINANCIAL
HOLDINGS LTD/ CAN

(Last) (First) (Middle)

95 WELLINGTON STREET
WEST,Â SUITE 800

(Street)

TORONTO,Â A6Â M5J 2N7

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/02/2013

3. Issuer Name and Ticker or Trading Symbol

AMERICAN SAFETY INSURANCE HOLDINGS LTD
[ASI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common stock, \$0.01 par value per share 0

I See notes (1) (2) (3) (4)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ON M5J 2N7	^	^ X	^	^
WATSA V PREM ET AL 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ON M5J 2N7	^	^ X	^	^
1109519 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ON M5J 2N7	^	^ X	^	^
SIXTY TWO INVESTMENT CO LTD 1600 CATHEDRAL PLACE 925 WEST GEORGIA ST. VANCOUVER, BC V6C 3L3	^	^ X	^	^
810679 ONTARIO LTD 95 WELLINGTON STREET WEST SUITE 800 TORONTO, ON M5J 2N7	^	^ X	^	^

Signatures

/s/ V. Prem Watsa, Name: V. Prem Watsa, Title: Chief Executive Officer 06/12/2013

__Signature of Reporting Person

Date

/s/ V. Prem Watsa, Name: V. Prem Watsa 06/12/2013

__Signature of Reporting Person

Date

/s/ V. Prem Watsa, Name: V. Prem Watsa, Title: President 06/12/2013

__Signature of Reporting Person

Date

/s/ V. Prem Watsa, Name: V. Prem Watsa, Title: President 06/12/2013

__Signature of Reporting Person

Date

/s/ V. Prem Watsa, Name: V. Prem Watsa, Title: President 06/12/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

On June 2, 2013, Fairfax Financial Holdings Limited, a Canadian corporation ("Fairfax"), Fairfax Bermuda Holdings Ltd., a Bermuda exempted company and an indirect wholly-owned subsidiary of Fairfax ("Merger Sub") and American Safety Insurance Holdings, Ltd., a

- (1) Bermuda exempted company ("ASI") entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which, upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will merge with and into ASI (the "Merger"), with ASI surviving the Merger as an indirect wholly-owned subsidiary of Fairfax.

(continued from footnote 1) Concurrently with the execution and delivery of the Merger Agreement, certain directors and officers of the Company (collectively, the "Signing Stockholders"), each solely in his capacity as stockholder of ASI, entered into Voting Agreements

- (2) with Fairfax (the "Voting Agreements") with respect to the Shares owned by them. Such Shares (together with any Shares acquired by the Signing Stockholders on or after the date of the Voting Agreements, the "Voting Shares") totaled 1,236,214 (of which 234,913 shares represent options to purchase shares exercisable within 60 days of June 6, 2013) and constituted approximately 12.6% of the total issued and outstanding Shares as of June 6, 2013.

(continued from footnote 2) Pursuant to the Voting Agreements, the Signing Stockholders (i) have agreed to vote, or cause to be voted, the Voting Shares in favor of the approval of the Merger Agreement and the transactions contemplated thereby, against any action, agreement, transaction or proposal, including any "Acquisition Proposal" as defined in the Merger Agreement that would reasonably be

- (3) expected to result in a material breach by ASI under the Merger Agreement or a failure of any condition to ASI's obligations thereunder to be satisfied and in favor of any other matter necessary to the consummation of the transactions contemplated by the Merger Agreement and (ii) have granted Fairfax an irrevocable proxy to vote the Voting Shares in accordance with the foregoing if the Signing Stockholders fail to do so.

Neither the filing of this Form 3 nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519 Ontario Limited, Sixty Two Investment Company Limited, 810679 Ontario Limited or Fairfax (collectively, the "Reporting

- (4) Persons") that it is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed. For additional information regarding the Voting Agreements and the Merger, see the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on the date hereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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