

ALLEGHANY CORP /DE  
Form 8-K/A  
February 28, 2012

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

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 13, 2012**

**ALLEGHANY CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**1-9371**  
**(Commission File Number)**

**51-0283071**  
**(IRS Employer)**

Edgar Filing: ALLEGHANY CORP /DE - Form 8-K/A

of incorporation)

7 Times Square Tower, 17<sup>th</sup> Floor, New York, New York 10036

Identification No.)

(Address of principal executive offices)(Zip Code)

(212) 752-1356

(Registrant's telephone number, including area code)

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))

**Item 4.01 Changes in Registrant's Certifying Accountant.**

(a) On February 13, 2012, following a competitive process undertaken by the Audit Committee of the Board of Directors (the "Audit Committee") of Alleghany Corporation ("Alleghany"), the Audit Committee approved the selection of Ernst & Young LLP ("E&Y") to serve as Alleghany's independent registered public accounting firm for the fiscal year ending December 31, 2012. KPMG LLP ("KPMG") was notified on February 13, 2012, that it will not be retained as Alleghany's independent registered public accounting firm for the fiscal year ending December 31, 2012. KPMG's engagement as Alleghany's independent registered public accounting firm to audit Alleghany's consolidated financial statements for the fiscal year ending December 31, 2011, was unaffected by the selection of E&Y, as KPMG's dismissal became effective upon the completion of KPMG's audit of Alleghany's consolidated financial statements as of and for the fiscal year ended December 31, 2011 and the filing of the related Annual Report on Form 10-K. On February 24, 2012, Alleghany filed its Form 10-K for the fiscal year ended December 31, 2011, indicating that KPMG's term as Alleghany's independent registered public accounting firm has ended.

The audit reports of KPMG on the consolidated financial statements of Alleghany and its subsidiaries as of and for the years ended December 31, 2011 and 2010 did not contain any adverse opinion or disclaimer of opinion nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

The audit reports of KPMG on the effectiveness of internal control over financial reporting as of December 31, 2011 and 2010 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

During the two fiscal years ended December 31, 2011 and 2010, and the subsequent interim period through the filing of Alleghany's Form 10-K for the fiscal year ended December 31, 2011 on February 24, 2012, there were (i) no disagreements between Alleghany and KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which, if not resolved to the satisfaction of KPMG would have caused KPMG to make reference thereto in their reports on the consolidated financial statements for such years, and (ii) no reportable events as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

Alleghany provided KPMG with a copy of this Form 8-K/A, and requested KPMG to furnish it with a letter addressed to the U.S. Securities and Exchange Commission stating whether it agrees with the above statements. A copy of such letter, dated February 28, 2012, is filed as Exhibit 16 to this Form 8-K/A.

(b) On February 13, 2012, the Audit Committee approved the selection of E&Y to serve as Alleghany's independent registered public accounting firm for the fiscal year ending December 31, 2012. The effective date of E&Y's engagement as Alleghany's independent registered public accounting firm for the fiscal year ending December 31, 2012 is February 24, 2012. During the two fiscal years ended December 31, 2011 and 2010, and the subsequent interim period through February 24, 2012, Alleghany has not consulted with E&Y regarding

either (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on Alleghany's consolidated financial statements, and neither a written report was provided to Alleghany or oral advice was provided that E&Y concluded was an important factor considered by Alleghany in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K, or a reportable event, as that term is defined in Item 304(a)(1)(v) of Regulation S-K

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 16                 | Letter from KPMG LLP, dated February 28, 2012, regarding change in independent registered public accounting firm. |

SIGNATURE

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.

Date: February 28, 2012

ALLEGHANY CORPORATION

By: /s/ Roger B. Gorham

Name: Roger B. Gorham

Title: Senior Vice President and Chief Financial Officer