

ALLIED WORLD ASSURANCE CO HOLDINGS LTD  
Form 8-K  
May 11, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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):

May 6, 2010

Allied World Assurance Company Holdings, Ltd

(Exact name of registrant as specified in its charter)

Bermuda

001-32938

98-0481737

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

27 Richmond Road, Pembroke, Bermuda,

HM 08

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

441-278-5400

Not Applicable

Former name or former address, if changed since last report

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))

Top of the Form**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Allied World Assurance Company Holdings, Ltd (the Company) held its Annual General Meeting of Shareholders on May 6, 2010. The Company's shareholders considered three proposals, each of which is described in greater detail in the Company's definitive proxy statement dated March 17, 2010.

Proposal 1 Election of Directors

The Company's board of directors is divided into three classes: Class I, Class II and Class III, each of approximately equal size. The following three Class II directors were elected to hold office until the Company's Annual General Meeting of Shareholders in 2013 or until their successors are duly elected and qualified or their office is otherwise vacated:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Barbara T. Alexander	32,375,491	849,638	3,156,450
Scott Hunter	33,167,599	57,530	3,156,450
Patrick de Saint-Aignan	33,190,815	34,314	3,156,450

Proposal 2 Approval of Eligible Subsidiary Directors

In accordance with the Company's bye-laws, no person may be elected as a director of any of the Company's non-U.S. insurance subsidiaries (excluding Allied World Assurance Company, Ltd) unless such person has been approved by the Company's shareholders. The following slates of nominees were approved as eligible subsidiary directors of certain of the Company's non-U.S. insurance subsidiaries:

*Allied World Assurance Company (Europe) Limited* - the slate of J. Michael Baldwin, Scott A. Carmilani, John Clifford, Hugh Governey and John T. Redmond.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
32,644,607	528,135	52,387	3,156,450

*Allied World Assurance Company (Reinsurance) Limited* - the slate of J. Michael Baldwin, Scott A. Carmilani, John Clifford, Hugh Governey and John T. Redmond.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
32,663,330	509,397	52,402	3,156,450

Proposal 3 Appointment of Independent Auditors

The Company's shareholders approved the appointment of Deloitte & Touche as its independent auditors to serve until the Company's Annual General Meeting of Shareholders in 2011.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
36,244,836	131,250	5,493

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**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.

*May 11, 2010*

Allied World Assurance Company Holdings, Ltd

By: */s/ Wesley D. Dupont*

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*Name: Wesley D. Dupont*

*Title: Executive Vice President, General Counsel and  
Corporate Secretary*