

ASSURED GUARANTY LTD

Form 4

November 08, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FREDERICO DOMINIC

2. Issuer Name **and** Ticker or Trading
Symbol
ASSURED GUARANTY LTD
[AGO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
30 WOODBOURNE AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2016

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President/CEO/Deputy Chairman

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

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

HAMILTON, D0 HM08

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares	11/07/2016		M	166,667 A	\$ 26.7 1,349,696.5808	D	
Common Shares	11/07/2016		F	151,192 (1) D	\$ 32.1 (2) 1,199,303.5808	D	
Common Shares					9,400	I	By Wife
Common Shares					200	I	By Daughter
Common Shares					345,000	I	By Family Limited

Partnership

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount o Number o Shares
Options to Acquire Common Shares	\$ 26.7	11/07/2016		M	166,667	(4) 02/08/2017	Common Shares 166,667

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FREDERICO DOMINIC 30 WOODBOURNE AVENUE HAMILTON, D0 HM08	X President/CEO/Deputy Chairman

Signatures

/s/ Ling Chow,
Attorney-in-fact
11/08/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

- (1) Represents the payment of the exercise price and withholding taxes of an employee stock option through the attestation of previously owned shares.
- (2) The price is equal to the fair market value of the Common Shares on the date of exercise and is used to determine the value of the shares delivered to the Company by attestation of previously owned shares in payment of the exercise price and withholding taxes.
- (3)

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Total includes 799 shares purchased on 06/30/2016 pursuant to the Assured Guaranty Ltd. Employee Stock Purchase Plan which meets the requirements of Rule 16b-3.

- (4) Options vested as follows: 1/3 on 02/08/2008, 1/3 on 02/08/2009 and 1/3 on 02/08/2010.

All options of this tranche have been exercised. The total number of options from other tranches with different exercise prices, vesting

- (5) terms and expiration dates is 584,910 (after taking into account 166,667 options exercised on 11/7/2016). The total number of performance share units from tranches with different performance measures, performance periods and vesting dates is 262,465.

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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