

Aman Timothy Paul
Form 4
February 15, 2019

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Aman Timothy Paul

2. Issuer Name **and** Ticker or Trading
Symbol
ASPEN INSURANCE HOLDINGS
LTD [AHL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ASPEN INSURANCE
HOLDINGS, 141 FRONT STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2019

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Group Chief Risk Officer

HAMILTON, D0 HM19

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

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

(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 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 (Instr. 4)
Ordinary Shares	02/15/2019		D ⁽¹⁾	Amount 1,890 ⁽²⁾	(A) or (D) \$ 42.75	0	D

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

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information contained in this form are not
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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)

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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)		8. Price or Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units (2017 Grant)	(3)	02/15/2019		D		1,200		(4)	(4)	Ordinary Shares	1,200	(3)
Restricted Share Units (2018 Grant)	(3)	02/15/2019		D		2,333		(6)	(6)	Ordinary Shares	2,333	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aman Timothy Paul ASPEN INSURANCE HOLDINGS 141 FRONT STREET HAMILTON, D0 HM19			Group Chief Risk Officer	

Signatures

/s/Silvia Martinez as Attorney-in-fact for Timothy Paul Aman

02/15/2019

****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).
- This Form 4 is being filed as a result of the closing on February 15, 2019 of the merger (the "Merger") as described in the Agreement and
- (1) Plan of Merger, dated as of August 27, 2018 (the "Merger Agreement") among Aspen Insurance Holdings Limited (the "Issuer"), Highlands Holdings, Ltd., and Highlands Merger Sub, Ltd.
- (2) At the effective time of the Merger, each outstanding ordinary share of the Issuer was converted into a right to receive a cash payment of \$42.75 without any interest and less any applicable withholding tax.
- (3) Each Restricted Share Unit represents the right to receive one share of the Issuer's Ordinary Shares.
- (4)

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At the time of grant on February 10, 2017, the 2017 Restricted Share Units were scheduled to vest annually in increments of one third on the anniversary of the grant date over a three-year period, in each case subject to the Reporting Person's continued service, unless terminated without cause or by the Reporting Person for good reason.

- (5) At the effective time of the Merger, each 2017 Restricted Share Unit that was outstanding immediately prior to the effective time of the Merger was cancelled and converted into the right to receive a lump-sum amount in cash, without interest, equal to the product of (x) the sum of (1) \$42.75 and (2) any per share accrued dividend equivalents times (y) the number of ordinary shares subject to such 2017 Restricted Share Unit award, which had not previously been settled.

- (6) At the time of grant on February 9, 2018, the 2018 Restricted Share Units were scheduled to vest annually in increments of one third on the anniversary of the grant date over a three-year period, in each case subject to the Reporting Person's continued service, unless terminated without cause or by the Reporting Person for good reason.

- (7) At the effective time of the Merger, each 2018 Restricted Share Unit that was outstanding immediately prior to the effective time of the Merger was cancelled and converted into the right to receive a lump-sum amount in cash, without interest, equal to the product of (x) the sum of (1) \$42.75 and (2) any per share accrued dividend equivalents times (y) the number of ordinary shares subject to such 2018 Restricted Share Unit award, which had not previously been settled.

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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