

O Kane Christopher  
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  
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2005  
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burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
O Kane Christopher

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  
LIMITED, 141 FRONT STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2019

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) CEO

(Street)

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 HM19

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
|                                       |   |   | Code                                 | V   | Amount<br>or<br>(D) Price  |  |   |
| Ordinary<br>Shares                    | 02/13/2019                              |   | A                                    |   | 7,909  | A  | 11 241,156 D                            |
| Ordinary<br>Shares                    | 02/13/2019                              |   | F(2)                                 |   | 2,662  | D  | \$ 42.51 238,494 D                      |
| Ordinary<br>Shares                    | 02/15/2019                              |   | D(3)                                 |   | 238,494  | D  | \$ 42.75 0 D                            |
|                                       |   |   | (4)                                  |   |  |  |   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 or Number of Shares |
| 2016 Performance Shares                    | (5)  | 02/13/2019                           |  | M                              |   | 7,909  |     | (6)   | (6)             | Ordinary Shares | 7,909                      |
| Restricted Share Units (2017 Grant)        | (7)  | 02/15/2019                           |  | D                              |   | 5,928  |     | (8)   | (8)             | Ordinary Shares | 5,928                      |
| Restricted Share Units (2018 Grant)        | (7)  | 02/15/2019                           |  | D                              |   | 13,828   |     | (10)  | (10)            | Ordinary Shares | 13,828                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| O Kane Christopher<br>ASPEN INSURANCE HOLDINGS LIMITED<br>141 FRONT STREET<br>HAMILTON, D0 HM19 | X             |           | CEO     |       |

## Signatures

/s/Silvia Martinez as Attorney-in-fact for Christopher O'Kane

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).

- (1) Ordinary shares acquired upon mandatory conversion of Performance Shares in accordance with the performance conditions having been met.
- (2) Ordinary shares sold in order to satisfy tax liability upon vesting of previously granted Performance Shares.

## Edgar Filing: O Kane Christopher - Form 4

- This Form 4 is being filed, in part, as a result of the closing on February 15, 2019 of the merger (the "Merger") as described in the
- (3) Agreement and 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.
- (4) 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.
- (5) Each Performance Share represents the right to receive one share of the Issuer's Ordinary Shares.
- Represents 2016 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer. One third
- (6) of the 2016 Performance Share award was tested annually over a three-year period. All vested 2016 Performance Shares were issued following the filing of the annual report on Form 10-K for the year ended December 31, 2018.
- (7) Each Restricted Share Unit represents the right to receive one share of the Issuer's Ordinary Shares.
- 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
- (8) 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.
- At the effective time of the Merger, each 2017 Restricted Share Unit that was outstanding immediately prior to the effective time of the
- (9) 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.
- 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
- (10) 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.
- At the effective time of the Merger, each 2018 Restricted Share Unit that was outstanding immediately prior to the effective time of the
- (11) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.