ASSURED GUARANTY LTD
Form 3
December 05, 2011

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â WL Ross Group, L.P.
(Last) (First) (Middle)

1166 AVENUE OF THE AMERICAS,Â
(Street)

NEW YORK,Â NYÂ 10036
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/01/2011

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares, par value $0.01 per share	16,505,636	I	See Footnote (1)
Common Shares, par value $0.01 per share	1,348,803	I	See Footnote (2)
Common Shares, par value $0.01 per share	56,714	I	See Footnote (3)
Common Shares, par value $0.01 per share	799,089	I	See Footnote (4)
Common Shares, par value $0.01 per share	1,125,128	I	See Footnote (5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WL Ross Group, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10036	Â	Â X	Â	Â
WLR Recovery Fund IV LP C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10036	Â	Â X	Â	Â
WLR Master Co-Investment GP LLC C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10036	Â	Â X	Â	Â
WLR IV PARALLEL ESC LP C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10036	Â	Â X	Â	Â
WLR/GS Master Co-Investment, L.P. 87 MARY STREET GEORGETOWN, GRAND CAYMAN CAYMAN ISLANDS,Â E9Â KY1-9002	Â	Â X	Â	Â
WLR AGO Co-Invest, L.P. C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10036	Â	Â X	Â	Â
INVESCO WLR IV Associates LLC C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10036	Â	Â X	Â	Â
Invesco Private Capital, Inc. C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK,Â NYÂ 10036	Â	Â X	Â	Â
WLR Recovery Associates IV LLC C/O WL ROSS GROUP, L.P.	Â	Â X	Â	Â

1166 AVENUE OF THE AMERICAS
NEW YORK,Â NYÂ 10036

Signatures

WLR RECOVERY FUND IV, L.P., By: WLR Recovery Associates IV LLC, its General Partner, By: WL Ross Group, L.P., its Managing Member, By: El Vedado, LLC its General Partner, By: * Wilbur L. Ross, Jr., its Managing Member	12/05/2011
**Signature of Reporting Person	Date
WLR MASTER CO-INVESTMENT GP LLC, By: WL Ross Group, L.P., its Managing Member, By: El Vedado, LLC, its General Partner, By: * Wilbur L. Ross, Jr., its Managing Member	12/05/2011
**Signature of Reporting Person	Date
WLR IV PARALLEL ESC, L.P., By: INVESCO WLR IV Associates LLC, its General Partner, By: Invesco Private Capital, Inc., its Managing Member, By: * Wilbur L. Ross, Jr., its Chief Executive Officer	12/05/2011
**Signature of Reporting Person	Date
WLR/GS MASTER CO-INVESTMENT, L.P., By: WLR Master Co-Investment GP LLC, its General Partner, By: WL Ross Group, L.P., its Managing Member, By: El Vedado, LLC, its General Partner, By: * Wilbur L. Ross, Jr., its Managing Member	12/05/2011
**Signature of Reporting Person	Date
WLR AGO CO-INVEST, L.P., By: WLR Recovery Associates IV LLC, its General Partner, By: WL Ross Group, L.P., its Managing Member, By: El Vedado, LLC its General Partner, By: * Wilbur L. Ross, Jr., its Managing Member	12/05/2011
**Signature of Reporting Person	Date
INVESCO WLR IV ASSOCIATES LLC, By: Invesco Private Capital, Inc its Managing Member, By: * Wilbur L. Ross, Jr., its Chief Executive Officer	12/05/2011
**Signature of Reporting Person	Date
INVESCO PRIVATE CAPITAL, INC., By: * Wilbur L. Ross, Jr., its Chief Executive Officer	12/05/2011
**Signature of Reporting Person	Date
WLR RECOVERY ASSOCIATES IV LLC, By: WL Ross Group, L.P., its Managing Member, By: El Vedado, LLC, its General Partner, By: * Wilbur L. Ross, Jr., its Managing Member	12/05/2011
**Signature of Reporting Person	Date
WL ROSS GROUP, L.P., By: El Vedado, LLC, its General Partner, By: * Wilbur L. Ross, Jr., its Managing Member	12/05/2011
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares are held directly by WLR Recovery Fund IV, L.P. ("Fund IV"). Wilbur L. Ross, Jr. ("Mr. Ross") is the managing member of El Vedado, LLC, the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates IV LLC. WLR Recovery Associates IV LLC is the general partner of Fund IV. Accordingly, WLR Recovery Associates IV LLC, WL Ross Group, L.P., El Vedado, LLC and Mr. Ross may be deemed to share voting and dispositive power over the shares held directly by Fund IV.

(2)

Shares are held directly by WLR Recovery Fund III, L.P. ("Fund III"). Mr. Ross is the managing member of El Vedado, LLC, the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates III LLC. WLR Recovery Associates III LLC is the general partner of Fund III. Accordingly, WLR Recovery Associates III LLC, WL Ross Group, L.P., El Vedado, LLC and Mr. Ross may be deemed to share voting and dispositive power over the shares held directly by Fund III.

(3) Shares are held directly by WLR IV Parallel ESC, L.P. ("Parallel Fund"). Invesco WLR IV Associates LLC is the general partner of Parallel Fund. Invesco Private Capital, Inc. is the managing member of Invesco WLR IV Associates LLC. Invesco WLR IV Associates LLC and WLR Recovery Associates IV LLC have entered into a parallel investment agreement whereby Parallel Fund will invest on a pro rata basis in parallel investments as Fund IV. Accordingly, Invesco WLR IV Associates LLC, Invesco Private Capital, Inc., WLR Recovery Associates IV LLC, WL Ross Group, L.P., El Vedado, LLC and Mr. Ross can be deemed to share beneficial ownership over the shares to be held directly by Parallel Fund.

(4) Shares are held directly by WLR/GS Master Co-Investment, L.P. ("WLR/GS Fund"). Mr. Ross is the managing member of El Vedado, LLC, the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Master Co-Investment GP, LLC. WLR Master Co-Investment GP, LLC is the general partner of WLR/GS Fund. Accordingly, WLR Master Co-Investment GP, LLC, WL Ross Group, L.P., El Vedado, LLC and Mr. Ross may be deemed to share voting and dispositive power over the shares held directly by WLR/GS Fund.

(5) Shares are held directly by WLR AGO Co-Invest, L.P. ("Co-Invest Fund"). Mr. Ross is the managing member of El Vedado, LLC, the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates IV LLC. WLR Recovery Associates IV LLC is the general partner of Co-Invest Fund. Accordingly, WLR Recovery Associates IV LLC, WL Ross Group, L.P., El Vedado, LLC and Mr. Ross may be deemed to share voting and dispositive power over the shares held directly by Co-Invest Fund.

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Remarks:

MaterialÂ toÂ beÂ FiledÂ AsÂ Exhibits.
ExhibitÂ 1Â PowerÂ ofÂ Attorney

*Â Â TheÂ undersigned,Â byÂ signingÂ hisÂ nameÂ hereto,Â doesÂ signÂ andÂ executeÂ thisÂ FormÂ 3Â pursuantÂ toÂ
above-namedÂ officersÂ andÂ managingÂ membersÂ ofÂ theÂ reportingÂ companiesÂ andÂ filedÂ withÂ theÂ SecuritiesA
ofÂ suchÂ officersÂ andÂ managingÂ members.

/s/Â WilburÂ L.Â Ross,Â Jr.Â Â Â 12/5/11

ThisÂ FormÂ 3Â shouldÂ beÂ readÂ withÂ theÂ FormÂ 3Â filedÂ simultaneouslyÂ forÂ ElÂ VedadoÂ LLC,Â WLRÂ Re
IIIÂ LLCÂ forÂ aÂ fullÂ listingÂ ofÂ allÂ reportingÂ persons

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.