

Allied World Assurance Co Holdings, AG
 Form 4
 July 10, 2017

FORM 4

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

OMB APPROVAL

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

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 McElroy John Justin

(Last) (First) (Middle)

ALLIED WORLD ASSURANCE CO. HOLDINGS, AG, GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR

(Street)

ZUG, V8 6300

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Allied World Assurance Co Holdings, AG [AWH]

3. Date of Earliest Transaction (Month/Day/Year)
 07/06/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 COO

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

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 (Instr. 4)
			Code	V Amount (D) Price			
Common Shares	04/07/2017		G	18,218 D \$ 0 0		D	
Common Shares	04/07/2017		G	18,218 A \$ 0 95,135 ⁽¹⁾		I	By trust
Common Shares	07/06/2017		U ⁽²⁾	95,135 D <u>(3)</u> 0		I	By trust

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 Underlying Security (Instr. 3 and 4)
Employee Stock Options (right to buy)	\$ 20.5	07/06/2017		D	13,290	<u>(4)</u> 02/22/2021	Common Shares
Restricted Stock Units	<u>(6)</u>	07/06/2017		D	6,087	<u>(6)</u> <u>(6)</u>	Common Shares
Performance-based Awards	<u>(7)</u>	07/06/2017		D	23,695	<u>(7)</u> <u>(7)</u>	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McElroy John Justin ALLIED WORLD ASSURANCE CO. HOLDINGS, AG GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR ZUG, V8 6300			COO	

Signatures

/s/ Theodore Neos, by Power of Attorney 07/10/2017

 **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 shares held by an irrevocable trust for the benefit of the reporting person's children.
- (2) Disposed of in an exchange offer (the "Offer") by a wholly-owned subsidiary of Fairfax Financial Holdings Limited, a Canadian corporation ("Fairfax"), to acquire all of the outstanding common shares, par value CHF 4.10 per share, of the Issuer, pursuant to the

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terms, and subject to the conditions, of that certain Agreement and Plan of Merger, dated as of December 18, 2016, between Fairfax and the Issuer (the "Merger Agreement").

(3) Each share of the Issuer was exchanged for (i) cash consideration of \$23.00, (ii) a special cash dividend of \$5.00 and (iii) 0.057937 of a share of subordinate voting stock at Fairfax (the "Merger Consideration").

(4) These stock options vested in four equal annual installments with the first installment vesting on February 22, 2012.

Pursuant to the Merger Agreement, each outstanding stock option was automatically cancelled and converted into the right to receive an amount in cash equal to the excess of the Merger Consideration (with the Merger Consideration being converted into cash as of the time of completion of the Offer) over the applicable exercise price of the option.

Pursuant to the Merger Agreement, outstanding Restricted Stock Units became fully vested in connection with the completion of the Offer and were automatically cancelled and converted into the right to receive an amount in cash equal to the Merger Consideration (with the Merger Consideration being converted into cash as of the time of completion of the Offer).

Pursuant to the Merger Agreement, outstanding performance-based awards became fully vested based on the target specified in the applicable performance-based award in connection with the completion of the Offer and were automatically cancelled and converted into the right to receive an amount in cash equal to the Merger Consideration (with the Merger Consideration being converted into cash as of the time of completion of the Offer).

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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