

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

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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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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.

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.