

ASSURED GUARANTY LTD

Form 4

July 01, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSS WILBUR L JR

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1166 AVENUE OF THE
AMERICAS

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2014

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

(Street)
NEW YORK, NY 10036

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

(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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/30/2014		S		10,848,183	D	\$ 24 0
Common Stock	06/30/2014		S		15,064	D	\$ 24 4,170

See
Footnotes
(1) (2) (3)

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

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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROSS WILBUR L JR 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X

Signatures

/s/ Wilbur L.
Ross, Jr. 07/01/2014

**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).

These shares were held directly and sold by the following funds: 9,027,115 by WLR Recovery Fund IV, L.P. ("Fund IV"), 737,676 by
(1) WLR Recovery Fund III, L.P. ("Fund III"), 31,017 by WLR IV Parallel ESC, L.P. ("Parallel Fund"), 437,030 by WLR/GS Master
Co-Investment, L.P. ("WLR/GS Fund") and 615,345 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., the managing member of WLR
(2) Recovery Associates IV LLC (the general partner of Fund IV and Co-Invest Fund), WLR Recovery Associates III LLC (the general
partner of Fund III) and WLR Master Co-Investment GP, LLC (the general partner of WLR/GS Fund). (Continued in footnote 3)

Accordingly, Mr. Ross, El Vedado, LLC, and WL Ross Group, L.P. can be deemed to share voting and dispositive power over the shares
previously held directly by Fund IV, Co-Invest Fund, Fund III and WLR/GS Fund. Invesco WLR IV Associates LLC and WLR Recovery
(3) Associates IV LLC have entered into a parallel investment agreement pursuant to which WLR Recovery Associates IV LLC has been
appointed as representative and attorney of Parallel Fund to, among other things, exercise all rights, powers and privileges with respect to
the Class A Common Stock previously owned by Parallel Fund that it deems fit. Accordingly, Mr. Ross, El Vedado, LLC, and WL Ross
Group, L.P. can be deemed to share voting and dispositive power over the shares previously held directly by Parallel Fund.

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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