

ASPEN INSURANCE HOLDINGS LTD
Form SC 14D9/A
July 16, 2014

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

SCHEDULE 14D-9

(Rule 14d-101)

SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 9)

ASPEN INSURANCE HOLDINGS LIMITED

(Name of Subject Company)

ASPEN INSURANCE HOLDINGS LIMITED

(Name of Person(s) Filing Statement)

ORDINARY SHARES, PAR VALUE 0.15144558¢ PER SHARES

(Title of Class of Securities)

G05384105

(CUSIP Number of Class of Securities)

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**(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications
on Behalf of the Person(s) Filing Statement)**

With copies to:

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.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 9 to Schedule 14D-9 amends and supplements the Schedule 14D-9 originally filed by Aspen Insurance Holdings Limited, a Bermuda exempted company (Aspen or the Company), with the Securities and Exchange Commission on June 17, 2014 (as amended from time to time, the Statement). Capitalized terms used but not defined herein have the meanings ascribed to them in the Statement.

Except as otherwise noted below, no changes are being made to the Statement.

Item 9. Exhibits

Item 9 is hereby amended and supplemented by adding the following exhibits:

Exhibit No.	Description
(a)(26)	Press release issued by the Company on July 16, 2014 relating to the shareholder recommendations by Glass, Lewis & Co., LLC
(a)(27)	Communication sent by the Company to employees on July 16, 2014 regarding proxy voting materials and procedures
(a)(28)	Communication sent by the Company to employees on July 16, 2014 regarding the press release dated July 16, 2014

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

ASPEN INSURANCE HOLDINGS LIMITED

By: /s/ Michael Cain

Name: Michael Cain

Title: Group General Counsel

Dated: July 16, 2014