

ASPEN INSURANCE HOLDINGS LTD

Form 8-K

September 30, 2005

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

Current Report

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 30, 2005

ASPEN INSURANCE HOLDINGS LIMITED

(Exact name of registrant as specified in its charter)

Bermuda  
(State or other jurisdiction  
of incorporation)

001-31909  
(Commission  
File Number)

Not Applicable  
(I.R.S. Employer  
Identification No.)

Victoria Hall  
11 Victoria Street  
Hamilton HM 11  
Bermuda

(Address of principal executive offices)  
(Zip Code)

Registrant's telephone number, including area code: **(441) 295-8201**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On September 30, 2005, the Company amended and restated the Instrument Constituting Options to Subscribe for Shares (the "Options Instrument") with respect to the options held by Wellington Underwriting plc and Appleby Trust (Bermuda) Limited (the "Names Trust") for the options held on behalf of beneficiaries to the Names Trust who received such options at the formation of the Company (the "Names"). The amendment to the Options Instrument allows the Names, through the Names Trust, to exercise their options to purchase the Company's ordinary shares on a monthly basis.

Item 9.01. Financial Statements and Exhibits

Exhibit 4.1. Amended and Restated Instrument Constituting Options to Subscribe for Shares in Aspen Insurance Holdings Limited, dated September 30, 2005.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ASPEN INSURANCE HOLDINGS  
LIMITED**

(Registrant)

Dated: September 30, 2005

By: /s/ Julian Cusack

Name: Julian Cusack

Title: Chief Financial Officer

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INDEX TO EXHIBITS

Exhibit No.	Description
4.1	Amended and Restated Instrument Constituting Options to Subscribe for Shares in Aspen Insurance Holdings Limited, dated September 30, 2005.

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