

ASSURED GUARANTY LTD

Form 8-K

March 15, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): March 10, 2010

ASSURED GUARANTY LTD.

(Exact name of registrant as specified in its charter)

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Bermuda
(State or other jurisdiction of
incorporation or organization)

001-32141
(Commission File Number)

98-0429991
(I.R.S. Employer Identification No.)

Assured Guaranty Ltd.

30 Woodbourne Avenue

Hamilton HM 08 Bermuda

(Address of principal executive offices)

Registrant's telephone number, including area code: (441) 279-5700

Not applicable

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

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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 (*see* General Instruction A.2. below):

- 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 8.01 Other Events

On March 10, 2010, Assured Guaranty Ltd. (Assured Guaranty) entered into an underwriting agreement (the Underwriting Agreement) with Dexia SA, a Belgian share company (the Selling Shareholder), and UBS Securities LLC (UBS) pursuant to which the Selling Shareholder agreed to sell, and UBS, as the sole underwriter, agreed to purchase, subject to and upon the terms and conditions set forth therein, 21,848,934 common shares of Assured Guaranty in a registered public offering (the Offering). Assured Guaranty expects the closing of the Offering to occur on March 16, 2010.

The Underwriting Agreement contains customary representations, warranties and agreements of Assured Guaranty, conditions to closing, indemnification rights and obligations of the parties and termination provisions. The description of the Underwriting Agreement set forth above is qualified by reference to the copy of the Underwriting Agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

The common shares subject to the Underwriting Agreement have been registered under the Securities Act of 1933, as amended, on a Registration Statement on Form S-3 (File No. 333-152890). Assured Guaranty is filing the Underwriting Agreement as an exhibit to this Current Report on Form 8-K in connection with its filing with the Securities and Exchange Commission of a prospectus supplement, dated March 10, 2010, and prospectus, dated July 28, 2009, relating to the Offering.

Item 9.01 Financial Statements and Exhibit

(d) Exhibits

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

| | |
|-----|--|
| 1.1 | Underwriting Agreement, dated as of March 10, 2010, between Assured Guaranty Ltd., Dexia SA and UBS Securities LLC |
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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 thereunto duly authorized.

ASSURED GUARANTY LTD.

By: */s/ James M. Michener*
James M. Michener
General Counsel and Secretary

DATE March 15, 2010

EXHIBIT INDEX

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