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## Section 1: 6-K (6-K)

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

### Form 6-K

#### REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of July, 2019 Commission File Number: 001-31909

## ASPEN INSURANCE HOLDINGS LIMITED

(Translation of registrant's name into English)

**141 Front Street  
Hamilton HM 19  
Bermuda**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): Yes  No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): Yes  No

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82 - N/A

### **EXPLANATORY NOTE**

As of June 28, 2019, Aspen Insurance Holdings Limited (the “Company”) is a foreign private issuer within the meaning of Rule 405 under the Securities Act of 1933, as amended, and Rule 3b-4 under the Securities Exchange Act of 1934, as amended, and as such will not be subject to the same registration and disclosure requirements applicable to a U.S. domestic issuer going forward.

This Form 6-K of the Company is to amend its current report on Form 8-K filed on February 15, 2019 (the “Original Form 8-K”) to correct a clerical error regarding the version of the “Altered Memorandum of Association” of the Company that was filed as Exhibit 3.1 thereto. The Memorandum of Association filed herewith as Exhibit 3.1 is materially the same as the document referred to as the “Altered Memorandum of Association” in the Original Form 8-K, however, an incorrect version of the document was previously filed. Except for the foregoing, this Form 6-K contains no other changes to the Original Form 8-K.

### **APPOINTMENT OF DIRECTORS**

On July 23, 2019, Mr. Albert Beer and Mr. Bruce Hemphill were appointed to the Company's Board of Directors (the “Board”) as non-executive directors.

Mr. Beer has over 30 years of actuarial and management experience in the insurance industry and previously served as a director of the Company from January 2011 to February 2019, and as director of Aspen Bermuda Limited, a subsidiary of the Company, from July 2014 to present. Mr. Beer previously held various roles at American Re-Insurance Corporation, which included the active supervision of principal financial and accounting officers.

The Board has determined that Mr. Beer is an independent director pursuant to the New York Stock Exchange corporate governance standards applicable to the Company. Mr. Beer has been appointed to the Audit Committee and the Risk Committee.

Mr. Hemphill has over 25 years of experience in the financial services industry and was the Chief Executive Officer of Old Mutual plc during its restructuring, which has been described as the most complex multi- jurisdictional financial services restructuring in corporate history. He has experience working with multiple boards, governments, regulators, shareholders, bondholders, senior executives and the media across jurisdictions, with extensive financial services company restructuring experience in the United Kingdom, South Africa, the United States, Latin America and Asia. In addition, Mr. Hemphill has extensive senior managerial experience in the United Kingdom, South Africa and the United States. Mr. Hemphill has been appointed to the Risk Committee.

### **INCORPORATION BY REFERENCE**

This report on Form 6-K and Exhibit 3.1 hereto shall be deemed to be filed with the Securities and Exchange Commission (the “SEC”) and incorporated by reference as an exhibit to the Registration Statement of the Company on Form S-3 (File No. 333-231937) filed with the SEC and to be a part thereof from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

### **EXHIBIT INDEX**

#### **Exhibit**

3.1 [Memorandum of Association of Aspen Insurance Holdings Limited](#)



Name and Address	Bermudian Status (Yes or No)	Nationality	Number of Shares Subscribed
Edwin C. Jackson Cedar House, 41 Cedar Avenue Hamilton HM 12, Bermuda	No	Canadian	1
Ruby L. Rawlins Cedar House, 41 Cedar Avenue Hamilton HM 12, Bermuda	Yes	British	1
Marcia Gilbert Cedar House, 41 Cedar Avenue Hamilton HM 12, Bermuda	No	Trinidadian	1
Antoinette Simmons Cedar House, 41 Cedar Avenue Hamilton HM 12, Bermuda	Yes	British	1

do respectively hereby agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

3. The Company is to be an exempted Company as defined by the Companies Act 1981.
  
4. The Company, with the consent of the Minister of Finance, has the power to hold land situate in Bermuda not exceeding \_\_\_ in all, including the following parcels:-  
  
NOT APPLICABLE.
  
5. The authorised share capital of the Company is US\$745,433.674 divided into 70,000,000 ordinary shares of par value US\$0.01 each and 30,000,000 preference shares of par value US\$0.0015144558 each.
  
6. Subject to any provision of law, including a provision in the Companies Act or any other act, and any provision of this memorandum, the objects for which the Company is formed and incorporated are unrestricted.
  
7. The Company shall have the capacity, rights, powers and privilege of a natural person and the additional powers set in The Schedule annexed hereto:

- Signed by each subscriber in the presence of at least one witness attesting the signature thereof,

E.C. (Ned) Jackson    Janice Holdipp  
Ruby L. Rawlins    Janice Holdipp  
Marcia Gilbert    Janice Holdipp  
Antoinette Simmons    Janice Holdipp

/ s / E. C. Jackson    / s / Janice Holdipp  
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/ s / Ruby L. Rawling    / s / Janice Holdipp  
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/ s / Marcia Gilbert    / s / Janice Holdipp  
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/ s / Antoinette Simmons    / s / Janice Holdipp  
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(Subscribers)

(Witnesses)

Subscribed this 23<sup>rd</sup> day of May 2002

STAMP DUTY (To be affixed)

Not Applicable

## THE SCHEDULE

(referred to in Clause 7 of the Memorandum of Association,)

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- (a) the power, pursuant to Section 42 of the Companies Act, to issue preference shares which are liable to be redeemed at the option of the holder;
- (b) the power, pursuant to Section 42A of the Companies Act, to purchase it's own shares; and
- (c) the power, pursuant to Section 42B of the Companies Act, to acquire it's own shares, to be held as treasury shares, for cash or any other consideration.

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