Section 1: 8-K (8-K)

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): August 5, 2018

Argo Group International Holdings, Ltd.
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction
of incorporation)

1-15259
Commission
File Number)

98-0214719
(L.R.S. Employer
Identification No.)

Argo House
110 Pitts Bay Road
Pembroke HM 08
Bermuda
(Address, Including Zip Code, of Principal Executive Offices)

P.O. Box HM 1282
Hamilton HM FX
Bermuda
(Mailing Address)

Registrant's telephone number, including area code: (441) 296-5858

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On August 5, 2018, the Board of Directors of Argo Group International Holdings, Ltd. (the “Company”) appointed Thomas A. Bradley as a member of the Company’s Board of Directors. Mr. Bradley was also appointed to the Company’s Audit Committee at such time.

Mr. Bradley will be eligible to participate in the same compensation plans and to receive the same fees for his services as a director of the Company as our other directors. He will also be subject to the Company’s stock ownership guidelines for non-employee directors. The fees payable to our directors, including Mr. Bradley, have been disclosed and may be found under the heading “Non-Employee Director Compensation” in the Company’s Schedule 14A filed with the Securities and Exchange Commission on March 21, 2018 (the “2018 Proxy Statement”).

A copy of the press release announcing the appointment of Mr. Bradley to the Company’s Board of Directors is furnished herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release issued by Argo Group International Holdings, Ltd. dated August 6, 2018
Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

Argo Group Announces the Appointment of
Thomas A. Bradley to its Board of Directors

HAMILTON, Bermuda – August 6, 2018 – Argo Group International Holdings, Ltd. (NYSE: ARGO), an international underwriter of specialty insurance and reinsurance, today announced the appointment of Thomas A. Bradley to its board of directors.

“It is an honor to welcome Tom to our board,” said Argo Group Chairman Gary Woods. “As we continue to build shareholder value, it is critical to have the right board in place. Tom’s strong leadership and admirable history as an executive and leader of companies listed on the NYSE makes him a great addition to the board. The knowledge he brings to our board of directors and leadership team will be pivotal in assessing and improving Argo Group’s financial structure and performance as we make the most of our position as a NYSE-listed company.”

Bradley retired from Allied World Assurance Company Holdings, AG (NYSE: AWH) in July 2017. While there, he served as chief financial officer and executive vice president since 2012. Before joining Allied, he served as executive vice president and chief financial officer for two other public companies: Fair Isaac Corporation (NYSE: FICO) and The St. Paul Companies (NYSE: SPC). Bradley also held senior financial and operational positions at Zurich Insurance Group, including chief financial officer for North America and chief executive officer of the Universal Underwriters Group (now Zurich Direct Markets). He also served on the board of directors of Nuveen Investments, Inc. (NYSE: JNC).

Bradley earned a bachelor’s degree in accounting from the University of Maryland and a Master in Business Administration from Loyola University Maryland. He also is a Certified Public Accountant (inactive).

“Risks are now emerging with increasing speed and variety, and companies in our industry must look into the future with even greater focus,” said Argo Group CEO Mark E. Watson III. “Tom is a financial expert whose strategic insights – gained over the course of a diverse and successful career – will be invaluable to Argo Group as we identify and adapt to these new risks and continue to evolve as a leading specialty underwriter.”

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ABOUT ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

Argo Group International Holdings, Ltd. (NYSE: ARGO) is an international underwriter of specialty insurance and reinsurance products in the property and casualty market. Argo Group offers a full line of products and services designed to meet the unique coverage and claims handling needs of businesses in two primary segments: U.S. Operations and International Operations. Argo Group’s insurance subsidiaries are A. M. Best-rated ‘A’ (Excellent) (third highest rating out of 16 rating classifications) with a stable outlook, and Argo Group’s U.S. insurance subsidiaries are Standard and Poor’s-rated ‘A-’ (Strong) with a stable outlook. More information on Argo Group and its subsidiaries is available at www.argolimited.com.
FORWARD-LOOKING STATEMENTS

This press release may include forward-looking statements, both with respect to Argo Group and its industry, that reflect our current views with respect to future events and financial performance. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as “expect,” “intend,” “plan,” “believe,” “do not believe,” “aim,” “project,” “anticipate,” “seek,” “will,” “likely,” “assume,” “estimate,” “may,” “continue,” “guidance,” “objective,” “outlook,” “trends,” “future,” “could,” “would,” “should,” “target,” “on track” and similar expressions of a future or forward-looking nature. All forward-looking statements address matters that involve risks and uncertainties, many of which are beyond Argo Group’s control. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements. We believe that these factors include, but are not limited to, the following: 1) unpredictability and severity of catastrophic events; 2) rating agency actions; 3) adequacy of our risk management and loss limitation methods; 4) cyclicality of demand and pricing in the insurance and reinsurance markets; 5) statutory or regulatory developments including tax policy, reinsurance and other regulatory matters; 6) our ability to implement our business strategy; 7) adequacy of our loss reserves; 8) continued availability of capital and financing; 9) retention of key personnel; 10) competition; 11) potential loss of business from one or more major insurance or reinsurance brokers; 12) our ability to implement, successfully and on a timely basis, complex infrastructure, distribution capabilities, systems, procedures and internal controls, and to develop accurate actuarial data to support the business and regulatory and reporting requirements; 13) general economic and market conditions (including inflation, volatility in the credit and capital markets, interest rates and foreign currency exchange rates); 14) the integration of businesses we may acquire or new business ventures we may start; 15) the effect on our investment portfolios of changing financial market conditions, including inflation, interest rates, liquidity and other factors; 16) acts of terrorism or outbreak of war; and 17) availability of reinsurance and retrocessional coverage, as well as management’s response to any of the aforementioned factors.

Contacts

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