

---

## Section 1: 8-K (FORM 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): February 19, 2019**

---

## 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**  
(I.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) The Nominating and Corporate Governance Committee of the Board of Directors of Argo Group International Holdings, Ltd. (the “Company”) actively seeks to refresh the composition of the Board of Directors on a regular basis through the addition of new members. As part of this process, on February 19, 2019, the Board of Directors of the Company appointed Samuel Liss and Anthony Latham to the Company’s Board of Directors. No committee appointments have been made for the new directors.

Mr. Liss and Mr. Latham will be eligible to participate in the same compensation plans and to receive the same fees for their services as a director of the Company as our other directors. Each of them will also be subject to the Company’s stock ownership guidelines for non-employee directors. The fees payable to our directors, including Mr. Liss and Mr. Latham, 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.

A copy of the press release announcing the appointment of Mr. Liss and Mr. Latham 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 February 20, 2019](#)

---

SIGNATURE

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.

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

Dated: February 20, 2019

By: /s/ Jay S. Bullock  
Name: Jay S. Bullock  
Title: Executive Vice President and Chief Financial Officer

[\(Back To Top\)](#)

## Section 2: EX-99.1 (EX-99.1)

**Exhibit 99.1**



### Argo Group Announces the Appointment of Samuel Liss and Tony Latham to its Board of Directors

- *Liss provides strong governance, financial market and insurance company operating expertise.*
- *Latham brings more than 40 years of insurance industry operating and governance experience, including in international markets.*

HAMILTON, Bermuda – February 20, 2019 – Argo Group International Holdings, Ltd. (NYSE: ARGO), an international underwriter of specialty insurance and reinsurance, today announced the appointment of Samuel Liss and Tony Latham as independent directors to its board of directors.

“We are pleased to welcome Sam and Tony to the board,” said Argo Group Chairman Gary Woods. “The nominating committee regularly evaluates the make-up of the board, determining opportunities for refreshment and reviewing succession plans. Our objective is to ensure we consistently have the right blend of expertise and to provide strong, independent oversight.

“The board has added five new independent directors in the past two years,” said Woods. “Each new member provides unique value, skill and diversity of views to the board.”

Liss is managing principal of Whitegate Partners LLC, an advisory firm to operating companies and private equity firms specializing in the financial services and business services sectors. He is a board member of Verisk Analytics, Inc. and J.S. Held. He is also an adjunct professor at NYU Stern School of Business and Columbia Law School, where he teaches courses on Corporate Governance.

From an operational perspective, Liss served as executive vice president at Travelers Insurance, where he was responsible for corporate development, as well as group business head of one of Travelers’ three operating divisions – Financial, Professional and International Insurance. Prior to Travelers, Liss was a managing director in the investment banking and equity divisions at Credit Suisse First Boston. He began his career at Salomon Brothers. Liss was previously a board member of DST Systems, Inc., Ironshore Insurance, Inc. and Nuveen Investment, Inc.

Latham has international industry experience spanning more than four decades. He has served as an independent director of the board of Argo Managing Agency since 2016. In addition, he has held several board positions across the industry, including director of Pool Re for over two decades and chairman for more than 12 years. He has also held director roles at Codan A/S, Ecclesiastical Insurance, Airclaims, Flagstone Re and British Aviation Insurance.



Latham began his career with Sedgwick (now part of Marsh Inc.) before joining RSA Group where, over a period of 17 years, he served as a member of the group executive and held a number of senior executive roles, including managing director of the global risks division.

**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 positive outlook. More information on Argo Group and its subsidiaries is available at [www.argolimited.com](http://www.argolimited.com).

Argo Group International Holdings, Ltd.

Media:

David Snowden, 210-321-2104  
Senior Vice President, Group Communications  
[david.snowden@argogroupus.com](mailto:david.snowden@argogroupus.com)

or

Investors:

Susan Spivak Bernstein, 212-607-8835  
Senior Vice President, Investor Relations  
[susan.spivak@argolimited.com](mailto:susan.spivak@argolimited.com)

[\(Back To Top\)](#)