ASSURED GUARANTY LTD

Form 4

August 24, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROSS WILBUR L JR			2. Issuer Name and Ticker or Trading Symbol ASSURED GUARANTY LTD [AGO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1166 AVENUE AMERICAS	(First) E OF THE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/22/2011	X Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			

NEW YORK, NY 10036

Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ties Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities omr Disposes (Instr. 3, 4	d of (I and 5) (A) or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/22/2011		P P	50,000	(D)	\$ 11.33 (1)	16,961,996	I	See footnote (2)
Common Stock	08/23/2011		P	322,500	A	\$ 11.61 (3)	17,284,496	I	See footnote (4)
Common Stock	08/24/2011		P	80,000	A	\$ 11.88 (5)	17,364,496	I	See footnotes (6) (7) (8)
Common							16,294	D	

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Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
					Exercisable Date	Title Nu	Number			
						<u> </u>			of	
				Code V	(A) (D)				Shares	

Relationships

Reporting Owners

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		

ROSS WILBUR L JR 1166 AVENUE OF THE AMERICAS X NEW YORK, NY 10036

Signatures

/s/Wilbur L. 08/24/2011 Ross, Jr.

**Signature of Date Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Common Stock reported herein was purchased at a range of between \$11.15 and \$11.40 per share. The purchase price reported above represents the weighted average purchase price for the reported transaction and has been rounded to the nearest cent.

These shares were purchased by the following funds: 28,537 by WLR Recovery Fund IV, L.P. ("Fund IV"), 97 by WLR IV Parallel ESC,

(2) L.P. ("Parallel Fund"), 1,379 by WLR/GS Master Co-Investment, L.P. ("WLR/GS Fund") and 19,987 by WLR AGO Co-Invest, L.P. ("Co-Invest Fund"); the aggregate total includes shares owned by the entities listed in footnotes 7 and 8.

Reporting Owners 2

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- (3) The Common Stock reported herein was purchased at a range of between \$11.41 and \$11.81 per share. The purchase price reported above represents the weighted average purchase price for the reported transaction and has been rounded to the nearest cent.
- (4) These shares were purchased by the following funds: 300,244 by Fund IV, 1,022 by Parallel Fund, 14,507 by WLR/GS Fund and 6,727 by Co-Invest Fund; the aggregate total includes shares owned by the entities listed in footnotes 7 and 8.
- (5) The Common Stock reported herein was purchased at a range of between \$11.77 and \$12.00 per share. The purchase price reported above represents the weighted average purchase price for the reported transaction and has been rounded to the nearest cent.
- (6) These shares were purchased by the following funds: 74,479 by Fund IV, 253 by Parallel Fund, 3,599 by WLR/GS Fund and 1,669 by Co-Invest Fund; the aggregate total includes shares owned by the entities listed in footnotes 7 and 8.
 - WLR Recovery Fund IV, L.P. ("Fund IV") holds 14,205,283 shares directly, WLR Recovery Fund III, L.P. ("Fund III") holds 1,348,803 shares directly. WLR IV Parallel ESC, L.P. ("Parallel Fund") holds 48,885 shares directly. WLR/GS Master Co-Investment, L.P.
- (7) ("WLR/GS Fund") hold 687,940 shares directly. WLR AGO Co Invest, L.P. ("Co-Invest Fund") hold 1,073,585 shares directly. Mr. Ross is the managing member of El Vedado, LLC, El Vedado, LLC is the general partner of WL Ross Group, L.P., the managing member of WLR Recovery Associates IV LLC (the general partner of Fund IV and Co-Invest Fund), WLR Recovery Associates III LLC (the general partner of Fund III) and WLR Master Co-Investment GP, LLC (the general partner of WLR/GS Fund). (Continuted in footnote 8)
- Accordingly, Mr. Ross, El Vedado, LLC, and WL Ross Group, L.P. can be deemed to share voting and dispositive power over the shares held directly by Fund IV, Co-Invest Fund, Fund III and WLR/GS Fund. Invesco WLR IV Associates LLC and WLR Recovery Associates IV LLC have entered into a parallel investment agreement whereby Parallel Fund will invest on a pro rata basis in the same investments as Fund IV. Accordingly, Mr. Ross can be deemed to share voting and dispositive power over the shares held directly by Parallel Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.