# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 8)\*

Argo Group International Holdings, Ltd.

(Name of Issuer)

Common Shares, par value \$1.00 per share

(Title of Class of Securities)

G0464B107

(CUSIP Number)

J. Daniel Plants Voce Capital Management LLC 600 Montgomery Street, Suite 4400 San Francisco, California 94111 (415) 489-2600

with a copy to:
Aneliya Crawford, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 18, 2020

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

(Page 1 of 7 Pages)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>\*</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

	T					
1	NAME OF REPORTING PERSON VOCE CAPITAL MANAGEMENT LLC					
	VUCE CAPITAL MANAGEMENT LLC					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
_						
			(b) 🗆			
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
	00					
_						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION California, United States					
· ·						
	7	SOLE VOTING POWER				
NUMBER OF		0				
SHARES	8	SHARED VOTING POWER				
BENEFICIALLY	0	2,530,503				
OWNED BY						
EACH	A COLE DICDOCITIVE DOWED					
REPORTING	$\mathbf{i}$					
PERSON WITH:	10	SHARED DISPOSITIVE POWER				
	10	2,530,503				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON					
	2,530,503					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
10						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	7.3%					
14	TYPE OF REPORTING PERSON					
	00					

1	NAME OF REPORTING PERSON					
	VOCE CAPITAL LLC					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)					
3	SEC USE ONLY					
4	SOURCE OF FUNDS OO					
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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, United States					
	7	SOLE VOTING POWER				
NUMBER OF		0				
NUMBER OF SHARES	8	SHARED VOTING POWER				
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		2,530,503				
	9	SOLE DISPOSITIVE POWER				
		0				
	10	SHARED DISPOSITIVE POWER 2,530,503				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 2,530,503					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.3%					
14	TYPE OF REPORTING PERSON OO					

1	NAME OF REPORTING PERSON J. DANIEL PLANTS			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
3	SEC USE ONLY			
4	SOURCE OF FUNDS OO			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 0		
	8	SHARED VOTING POWER 2,530,503		
	9	SOLE DISPOSITIVE POWER 0		
	10	SHARED DISPOSITIVE POWER 2,530,503		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 2,530,503			
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.3%			
14	TYPE OF REPORTING PERSON IN			

This Amendment No. 8 ("<u>Amendment No. 8</u>") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "<u>SEC</u>") on February 4, 2019 (the "<u>Original Schedule 13D</u>"), Amendment No. 1 filed with the SEC on February 25, 2019 ("<u>Amendment No. 1</u>"), Amendment No. 2 filed with the SEC on March 8, 2019 ("<u>Amendment No. 2</u>"), Amendment No. 3 filed with the SEC on October 15, 2019 ("<u>Amendment No. 3</u>"), Amendment No. 4 filed with the SEC on November 7, 2019 ("<u>Amendment No. 4</u>"), Amendment No. 5 filed with the SEC on November 26, 2019 ("<u>Amendment No. 5</u>"), Amendment No. 6 filed with the SEC on December 23, 2019 ("<u>Amendment No. 6</u>") and Amendment No. 7 filed with the SEC on January 2, 2020 ("<u>Amendment No. 7</u>" and together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7 and this Amendment No. 8, the "<u>Schedule 13D</u>") with respect to the common shares, \$1.00 par value (the "<u>Common Shares</u>") of Argo Group International Holdings, Ltd., a Bermuda exempted company limited by shares (the "<u>Issuer</u>"). Capitalized terms used herein and not otherwise defined in this Amendment No. 8 have the meanings set forth in the Schedule 13D. This Amendment No. 8 amends Items 3 and 5 as set forth below.

#### Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The Common Shares beneficially owned by Voce Capital Management were purchased with the working capital of the Voce Funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases. The aggregate purchase price of the Common Shares beneficially owned by Voce Capital Management is approximately \$151,278,255, including brokerage commissions.

#### Item 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) The aggregate percentage of Common Shares reported as beneficially owned by each person named herein is based upon 34,499,456 Common Shares outstanding as of March 2, 2020, which is the total number of Common Shares outstanding as reported in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on March 16, 2019.

As of the close of business on March 20, 2020, Voce Capital Management beneficially owned 2,530,503 Common Shares, constituting approximately 7.3% of the Common Shares outstanding. Voce Capital, as the sole managing member of Voce Capital Management, may be deemed to beneficially own the 2,530,503 Common Shares beneficially owned by Voce Capital Management, constituting approximately 7.3% of the Common Shares outstanding. Mr. Plants, as the sole managing member of Voce Capital, may be deemed to beneficially own the 2,530,503 Common Shares beneficially owned by Voce Capital Management, constituting approximately 7.3% of the Common Shares outstanding.

As of the close of business on March 20, 2020, the Reporting Persons collectively beneficially owned an aggregate of 2,530,503 Common Shares, constituting approximately 7.3% of the Common Shares outstanding.

Each Reporting Person disclaims beneficial ownership with respect to any Common Shares other than the shares owned directly and of record by such Reporting Person.

- (b) By virtue of their respective positions with Voce Capital Management, each of Voce Capital and Mr. Plants may be deemed to have shared power to vote and dispose of the Shares reported beneficially owned by Voce Capital Management.
- (c) <u>Schedule A</u> attached hereto lists all transactions in Common Shares of the Issuer by the Reporting Persons since the filing of Amendment No. 7.

## **SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 20, 2020

# VOCE CAPITAL MANAGEMENT LLC

By: Voce Capital LLC, its Managing Member

By: /s/ J. Daniel Plants

Name: J. Daniel Plants Title: Managing Member

## **VOCE CAPITAL LLC**

By: /s/ J. Daniel Plants

Name: J. Daniel Plants Title: Managing Member

## /s/ J. Daniel Plants

J. Daniel Plants

## **SCHEDULE A**

## TRANSACTIONS IN COMMON SHARES BY THE REPORTING PERSONS

The following table set forth all transactions in the Common Shares effected by each of the Reporting Persons since the filing of Amendment No. 7 to the Schedule 13D. All such transactions were effected in the open market through a broker and all prices per share exclude commissions.

# **Voce Capital Management**

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
1/28/2020	(14,288)	66.37
2/5/2020	26,231	66.17
2/7/2020	4,046	67.00
2/10/2020	6,085	66.76
2/13/2020	9,200	62.65
2/14/2020	1,994	62.97
2/28/2020	35,157	56.31
3/2/2020	200	56.00
3/5/2020	10,449	50.14
3/9/2020	8,502	41.63
3/16/2020	112,025	32.91
3/17/2020	58,706	34.69
3/18/2020	123,829	30.49
3/19/2020	65,352	32.00
3/20/2020	95,339	33.46