
**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): April 23, 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
(I.R.S. Employer
Identification No.)

**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 3.01. NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING

On April 23, 2018, Argo Group International Holdings, Ltd. (the “Company”), acting pursuant to authorization from its Board of Directors, provided written notice to The Nasdaq Global Select Market (“Nasdaq”) that the Company intends to transfer the listing of its common stock, par value \$1.00 per share (the “Common Stock”), from Nasdaq to the New York Stock Exchange (the “NYSE”), where it has been authorized for listing. The notice stated that the Company expects to voluntarily delist the Common Stock from Nasdaq effective as of the close of trading on May 4, 2018 and to commence trading on the NYSE the following business day, May 7, 2018. At that time, the Common Stock will begin trading under the Company’s new ticker symbol “ARGO”.

Also on April 23, 2018, the Company’s subsidiary Argo Group US, Inc. (“Argo US”), acting pursuant to authorization from its Board of Directors, provided written notice to The Nasdaq Stock Market LLC (“NSMLLC”) that Argo US intends to transfer the listing of its 6.500% Senior Notes Due 2042 (the “Senior Notes”), from NSMLLC to the NYSE, where they have been authorized for listing. The notice stated that the Company expects to voluntarily delist the Senior Notes from NSMLLC effective as of the close of trading on May 4, 2018 and to commence trading on the NYSE the following business day, May 7, 2018. At that time, the Senior Notes will begin trading under new ticker symbol “ARGD”. The Company’s guarantee of the Senior Notes continues in effect without regard to the change in listing of the Senior Notes from NSMLLC to the NYSE.

A copy of the press release issued by the Company on April 23, 2018 in connection with the transfer of the listing of its Common Stock from Nasdaq to the NYSE, as well as the transfer of the listing of the Senior Notes (guaranteed by the Company) from NSMLLC to the NYSE, is attached hereto 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 April 23, 2018.](#)

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.

By: /s/ Jay S. Bullock

Name: Jay S. Bullock

Title: Executive Vice President and Chief Financial Officer

Dated: April 23, 2018



Argo Group to Transfer Listing to NYSE from NASDAQ

HAMILTON, Bermuda – April 23, 2018 – Argo Group International Holdings, Ltd., an international underwriter of specialty insurance and reinsurance products in the property and casualty market, today announced it is transferring the listing of its shares to the New York Stock Exchange (NYSE) from the NASDAQ Global Select Market, and that its subsidiary Argo Group US, Inc. is transferring the listing of its 6.500% Senior Notes due 2042 (guaranteed by Argo Group International Holdings, Ltd.) to the NYSE from the NASDAQ.

The transfers to the NYSE are expected to be effective May 7, 2018. At that time, Argo will change its stock ticker symbol from “AGII” to “ARGO,” and Argo Group US will change the ticker symbol for its 6.500% Senior Notes due 2042 from “AGIIL” to “ARGD.” Argo shares will trade on the NASDAQ exchange under its current ticker symbol “AGII” until the transfer is complete, and Argo Group US’s 6.500% Senior Notes due 2042 will trade on the NASDAQ exchange under its current ticker symbol “AGIIL” until the transfer is complete.

“We are confident that by joining one of the world’s most prestigious trading platforms, we can reach a broader base of global investors and build even greater shareholder value,” said Argo Group CEO Mark E. Watson III. “This year we celebrate our 70th anniversary as a company and now our listing on the NYSE – both are notable milestones as we continue to grow and evolve as a leading specialty underwriter.”

“We are honored that Argo Group has chosen to transfer its listings to the New York Stock Exchange to join our community of innovative global companies,” said John Tuttle, Head of Global Listings, NYSE. “We look forward to supporting Argo Group’s continued growth.”

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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.



ABOUT ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

Argo Group International Holdings, Ltd. (NASDAQ: AGII) 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.

For media inquiries, please contact:

David Snowden
Senior Vice President, Corporate Communications
210-321-2104
david.snowden@argogroupus.com

For investor inquiries, please contact:

Susan Spivak Bernstein
Senior Vice President, Investor Relations
212-607-8835