

**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 4, 2022

Argo Group International Holdings, Ltd.
(Exact Name of Registrant as Specified in Charter)

**Bermuda
(State or other jurisdiction
of incorporation)**

**001-15259
(Commission
File Number)**

**98-0214719
(I.R.S. Employer
Identification No.)**

**90 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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value of \$1.00 per share	ARGO	New York Stock Exchange
6.500% Senior Notes due 2042 issued by Argo Group U.S., Inc. and the Guarantee with respect thereto	ARGD	New York Stock Exchange
Depository Shares, Each Representing a 1/1,000th Interest in a 7.00% Resetable Fixed Rate Preference Share, Series A, Par Value \$1.00 Per Share	ARGOPrA	New York Stock Exchange

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 Officer; Compensatory Arrangements of Certain Officers.

On August 8, 2022, Argo Group International Holdings, Ltd. (“Argo Group” or “our”) announced the August 4, 2022 appointment of J. Daniel Plants as an independent member of the Company’s board of directors (the “Board”).

Mr. Plants is the Chief Investment Officer and a Founder of Voce Capital Management LLC, which beneficially owns approximately 9.47 % of the Company’s outstanding common stock. Prior to founding Voce in 2011, Mr. Plants held a number of positions at leading Wall Street firms, including executive positions in the mergers and acquisitions groups at Goldman, Sachs & Co. and JPMorgan Chase, and securities law practice at Sullivan & Cromwell. Mr. Plants has served on the board of directors of Cutera Inc. (Nasdaq: CUTR) since January 2015, including as executive chairperson since May 2021. Mr. Plants holds a Juris Doctorate degree from University of Michigan Law School and an undergraduate degree from Baylor University.

In connection with Mr. Plants’ appointment to the Board, the Board has appointed Mr. Plants to its Strategic Review Committee and Human Resources Committee.

Mr. Plants will participate in the Company’s standard compensation program for non-employee directors, which is described in the Company’s Annual Report on Form 10-K/A filed with the U.S. Securities and Exchange Commission on April 29, 2022.

Item 7.01. Regulation FD Disclosure.

On August 8, 2022, the Company issued a press release announcing the appointment of Mr. Plants to the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

No.	Exhibit
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<u>99.1</u>	<u>Press Release, dated August 8, 2022.</u>
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
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SIGNATURES

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.

Dated: August 8, 2022

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

By: /s/ Scott Kirk
Name: Scott Kirk
Title: Chief Financial Officer

Argo Group Announces Appointment of J. Daniel Plants to Board of Directors**Mr. Plants will join Strategic Review and Human Resources Committees**

HAMILTON, Bermuda – August 8, 2022 – Argo Group International Holdings, Ltd. (NYSE: ARGO) (“Argo” or “the Company”) today announced the August 4, 2022 appointment of J. Daniel Plants as an independent member of the Company’s board of directors (the “Board”).

Mr. Plants is a seasoned investor, financial executive and senior advisor with three decades of experience helping companies successfully navigate change and unlock shareholder value. He currently serves as Chief Investment Officer of Voce Capital Management LLC, which he founded in 2011 after working at several leading financial institutions, including in executive positions in the mergers and acquisitions groups at Goldman, Sachs & Co. and JPMorgan Chase, and in the securities law practice at Sullivan & Cromwell. Mr. Plants currently serves as the Executive Chairman of Cutera, Inc. (Nasdaq: CUTR) and was until earlier this year a director at Calix, Inc. (NYSE: CALX), where he chaired the Strategic Review Committee.

“At Argo, our board regularly reviews its composition to ensure we are best positioned to effectively oversee the execution of our strategy while navigating a dynamic market,” said Thomas A. Bradley, Argo executive chairman and chief executive officer. “As a result, we are pleased to welcome Dan to the Board during this pivotal time in Argo’s history. Voce Capital is Argo’s largest shareholder and Dan brings a valuable investor perspective and a unique understanding of our business. We are pleased to be continuing our long-standing collaboration and look forward to working more closely with Dan in this new capacity as we continue to position Argo for success and shareholder value creation.”

“We have appreciated our constructive dialogue with Argo over the past few years, and I’m delighted to formalize the working relationship by joining the Board at this time,” said Mr. Plants. “We continue to believe Argo is deeply undervalued and fully support the Strategic Review process that is currently underway. I am confident that the Board will carefully consider all viable options during this comprehensive evaluation of strategic alternatives. I look forward to working with my fellow directors to achieve an outcome that maximizes value for all Argo shareholders.”

With the addition of Mr. Plants, Argo’s Board will comprise nine directors, eight of whom are independent, and six of whom have been appointed in the last three years. In connection with Mr. Plants’ appointment to the Board, he will also be appointed to serve on the Board’s Strategic Review Committee and Human Resources Committee.

ABOUT ARGO GROUP INTERNATIONAL HOLDINGS LTD.

Argo Group International Holdings, Ltd. (NYSE: ARGO) is an underwriter of specialty insurance products in the property and casualty market. Argo 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 and its insurance subsidiaries are rated 'A-' by Standard & Poor's. Argo's insurance subsidiaries are rated 'A-' by A.M. Best. More information on Argo and its subsidiaries is available at argogroup.com.

FORWARD-LOOKING STATEMENTS

This press release and any related oral statements may include forward-looking statements that reflect our current views with respect to future events and financial performance. 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," "create," "maximize," "guidance," "objective," "outcome," remain optimistic," "outlook," "trends," "future," "could," "would," "should," "target," "on track" and similar expressions of a future or forward-looking nature. Such statements are subject to certain risks and uncertainties that could cause actual events or results to differ materially. For a more detailed discussion of such risks and uncertainties, see Item 1A, "Risk Factors" in Argo's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as supplemented in Argo's subsequent Quarterly Reports on Form 10-Q, and in other filings with the U.S. Securities and Exchange Commission. The inclusion of a forward-looking statement herein should not be regarded as a representation by Argo that Argo's objectives will be achieved. Argo undertakes no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. You should not place undue reliance on any such statements.

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