

**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 18, 2020

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.)

**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 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
Guarantee of Argo Group U.S., Inc. 6.500% Senior Notes due 2042	ARGD	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 Officers; Compensatory Arrangements of Certain Officers.

On February 18, 2020, the Board of Directors (the “Board”) of Argo Group International Holdings, Ltd. (the “Company”) appointed Kevin J. Rehnberg to serve as Chief Executive Officer, effective immediately. Mr. Rehnberg had previously served as the Company’s Interim President and Chief Executive Officer since November 2019.

Prior to serving as Interim President and Chief Executive Officer, Mr. Rehnberg served as President, Argo Group U.S., Inc., head of the Americas and Chief Administrative Officer since January 2019. From March 2013 to January 2019, Mr. Rehnberg was President of Argo’s U.S. Operations, overseeing all activities of Argo’s U.S.-based business segments. Prior to joining the Company, Mr. Rehnberg served as executive vice president for specialty lines at OneBeacon Insurance, where he oversaw specialty underwriting operations and acquired and built new lines of specialty business. Prior to that, he held positions at the St. Paul Travelers Companies, Liberty International and Chubb Corporation. He has a bachelor’s degree from Princeton University. Mr. Rehnberg is 56 years old.

A copy of the press release announcing the appointment of Mr. Rehnberg as the Company’s Chief Executive Officer is furnished herewith as Exhibit 99.1.

Item 8.01 Other Events

The Company previously announced on a Form 8-K filed on December 18, 2019, that the date of the 2020 Annual General Meeting would be March 24, 2020. The Board of the Company has moved the date of its 2020 Annual General Meeting from March 24, 2020 to April 16, 2020.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>No.</u>	<u>Exhibit</u>
99.1	<u>Press Release issued by Argo Group International Holdings, Ltd. dated February 18, 2020.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Dated: February 20, 2020

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

By: /s/ Jay S. Bullock

Name: Jay S. Bullock

Title: Executive Vice President and Chief Financial Officer

**Thomas A. Bradley to Serve as Argo Group Chairman; Kevin J.
Rehnberg Named CEO and Board Nominee**
2020 Annual General Meeting of Shareholders Scheduled for April 16, 2020

HAMILTON, Bermuda—(BUSINESS WIRE)—Argo Group International Holdings Ltd. (NYSE: ARGO) (“Argo” or “the Company”), an international underwriter of specialty insurance and reinsurance products, today announced the appointment of Thomas A. Bradley to serve as chairman of the board of directors upon the retirement of current board chairman Gary V. Woods, whose term concludes following Argo’s Annual General Meeting to be held on April 16, 2020. Kevin J. Rehnberg will serve as chief executive officer effective immediately and has been nominated to stand for election to the Company’s board of directors at the Company’s annual meeting.

“Tom joined the board with vast experience in numerous insurance industry leadership roles,” said Woods. “His strategic vision for the business and intense focus on the highest standards of corporate governance will benefit our customers, shareholders and employees.

“We are also pleased that Kevin will serve as CEO on a permanent basis. He has demonstrated his abilities as a results-oriented leader. It has been an honor to serve as chairman, and I am confident we have the right leadership in place for the future.”

Woods joined Argo’s board in 2000 and has served as chairman since 2001.

“On behalf of the entire board,” Bradley said, “I would like to sincerely thank Gary for his commitment and contributions to Argo, providing leadership as the Company has expanded from a very small regional insurer generating approximately \$300 million in gross written premium to a strong specialty insurer exceeding \$3 billion in annual gross written premium.

“Argo Group is a solid company poised for prosperity in the specialty insurance marketplace,” said Bradley. “It is a privilege to serve as chairman working with the board and Argo’s leadership team to ensure the Company continues to deliver on its commitments to shareholders, clients and employees.”

Prior to being appointed CEO, Rehnberg served as interim chief executive officer since November 2019, and he has been with the Company for seven years.

“Kevin has led with confidence and integrity as interim CEO during a time of tremendous change,” Bradley said. “The board believes that as CEO, Kevin will lead Argo toward a stronger and more profitable future.”

“It is an honor to take on this role and collaborate with such a talented team,” Rehnberg said. “We will continue to serve our customers and partners – pursuing strong results through operational excellence and innovative solutions.”

Bradley became a director for Argo Group in 2018. He retired from Allied World Assurance Company Holdings AG in 2017, where he had served as chief financial officer and executive vice president since 2012. Bradley was previously executive vice president and chief financial officer at two other public companies: Fair Isaac Corporation and The St. Paul Companies. He held senior financial and operational positions at Zurich North America.

In January of 2019, Rehnberg was appointed to serve as chief administrative officer and the head of the Americas business. From March 2013 to January 2019, he was president of Argo’s U.S. Operations, overseeing all activities of Argo’s U.S.-based business segments.

Before joining the Company, Rehnberg served as executive vice president for specialty lines at OneBeacon Insurance, where he oversaw specialty underwriting operations and acquired and built new lines of specialty business. Prior to that, he held positions at The St. Paul Travelers Companies, Liberty International and Chubb Corporation.

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), and Argo Group's U.S. insurance subsidiaries are Standard and Poor's-rated "A-" (Strong). More information on Argo Group and its subsidiaries is available at argolimited.com.

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. Such statements are qualified by the inherent risks and uncertainties surrounding future expectations generally and also may differ materially from actual future experience involving any one or more of such statements. In addition, any estimates relating to loss events involve the exercise of considerable judgment and reflect a combination of ground-up evaluations, information available to date from brokers and cedants, market intelligence, initial tentative loss reports and other sources. The actuarial range of reserves and management's best estimate is based on our then current state of knowledge including explicit and implicit assumptions relating to the pattern of claim development, the expected ultimate settlement amount, inflation and dependencies between lines of business. Our internal capital model is used to consider the distribution for reserving risk around this best estimate and predict the potential range of outcomes. However, due to the complexity of factors contributing to the losses and the preliminary nature of the information used to prepare these estimates, there can be no assurance that Argo Group's ultimate losses will remain within the stated amount. For a more detailed discussion of such risks and uncertainties, see Argo Group's filings with the SEC. The inclusion of a forward-looking statement herein should not be regarded as a representation by Argo Group that Argo Group's objectives will be achieved. Argo Group undertakes no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise.

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. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements, and therefore, you should not place undue reliance on any such statements.

Contacts

Investors:

Brett Shirreffs
Head of Investor Relations
212-607-8830
brett.shirreffs@argogroupus.com

Media:

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