

**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 7, 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 7, 2020, the Board of Directors (the “Board”) of Argo Group International Holdings, Ltd. (the “Company”) appointed Carol A. McFate to the Company’s Board. Ms. McFate’s appointment is pursuant to the Cooperation Agreement (the “Cooperation Agreement”) entered into by the Company and Voce Catalyst Partners LP, Voce Capital Management LLC, Voce Capital LLC and Voce Catalyst Partners New York LLC on December 31, 2019. Pursuant to the Cooperation Agreement, the Company agreed to appoint Ms. McFate to the Board to fill the vacancy resulting from the retirement of Mark E. Watson III from the Board. The Board intends to appoint Ms. McFate as a member of the Nominating and Corporate Governance Committee and as a member of at least one other committee of the Board to be determined.

Except for the Cooperation Agreement and Ms. McFate’s letter to the Company executed in connection therewith, there are no arrangements or understandings between the Company and Ms. McFate pursuant to which Ms. McFate will be appointed to the Board, and there have been no related party transactions between the Company and Ms. McFate that would be reportable under Item 404(a) of Regulation S-K. Ms. McFate will be eligible to participate in the same compensation plans and to receive the same fees for her services as a director of the Company as our other non-employee directors. Our director compensation has been disclosed and may be found under the heading “Non-Employee Director Compensation” in the Company’s Schedule 14A filed with the Securities and Exchange Commission on April 12, 2019.

A copy of the press release announcing the appointment of Ms. McFate to the Company’s Board of Directors is furnished herewith as Exhibit 99.1.

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 7, 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 7, 2020

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

By: /s/ Jay S. Bullock

Name: Jay S. Bullock

Title: Executive Vice President and Chief Financial Officer



**Argo Group Announces the Appointment of
Carol A. McFate to Its Board of Directors**

HAMILTON, Bermuda – February 7, 2020 – Argo Group International Holdings, Ltd. (NYSE: ARGO), an international underwriter of specialty insurance and reinsurance, today announced the appointment of Carol A. McFate to its Board of Directors.

“We’re honored to welcome Carol to our Board,” said Argo Group Chairman, Gary Woods. “This is a year of renewed opportunity for Argo Group, and strong, independent oversight is crucial to taking full advantage of it. Carol’s impressive background and operational experience in finance and investment management – both in the insurance industry and at Xerox – will be pivotal as we write Argo Group’s next chapter.”

McFate retired from Xerox Corporation (NYSE: XRX) in October 2017, having served as chief investment officer for more than 10 years. During that time, she was responsible for the insourcing, oversight and management of retirement investments for the U.S., Canada and the U.K. Prior to joining Xerox, McFate served in a number of senior finance and investment management roles in the insurance industry over nearly two decades, including senior vice president, Prudential Investment Corp. (investment subsidiary of The Prudential Insurance Company); vice president and treasurer of American International Group, Inc. (NYSE: AIG); executive vice president and global treasurer of XL Global Services, the shared services subsidiary of XL Capital Ltd (NYSE: XLC).

In June 2019, McFate joined the board of directors of Rent-A-Center, Inc. (NASDAQ: RCII), where she serves on the Audit & Risk Committee and the Nomination & Corporate Governance Committee. In July 2019, she joined the board of Verger Capital Management, LLC, a registered investment manager, and serves on the Audit & Compliance, Nominating & Governance and Investment committees. Previously, she served on the Board of Trustees of the Parsons Dance Foundation and The Katharine Hepburn Cultural Arts Center and on the Board of Directors of CIEBA, Inc.

McFate earned a bachelor’s degree in economics from Juniata College and a master’s in business administration from the Harvard University Graduate School of Business. She is also a Chartered Financial Analyst (CFA).

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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 www.argolimited.com.

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