

ASSURED GUARANTY LTD  
Form POS AM  
August 08, 2008

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As filed with the Securities and Exchange Commission on August 8, 2008

Registration Statement No. 333- 125382

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### POST-EFFECTIVE AMENDMENT NO.1

### to FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

### Assured Guaranty Ltd.

(Exact name of Registrant as specified in its charter)

**Bermuda**

(State or other jurisdiction of  
incorporation or organization)

**98-0429991**

(I.R.S. Employer  
Identification No.)

**30 Woodbourne Avenue  
Hamilton HM 08 Bermuda  
Telephone: (441) 296-4004**

(Name, address, including zip code,  
and telephone number, including area code, of  
Registrant's  
principal executive offices)

**CT Corporation System  
111 Eighth Avenue, 13th Floor  
New York, New York 10011**

(Address, including zip code,  
and telephone number, including area code, of  
agent for service)

### Assured Guaranty US Holdings Inc.

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**20-1082002**

(I.R.S. Employer  
Identification No.)

**1325 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 974-0100**

(Address, including zip code,  
and telephone number, including area code, of  
Registrant's  
principal executive offices)

**Elisabeth C. Zimmerman  
Assured Guaranty Corp.  
1325 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 974-0100**

(Name, address, including zip code, and  
telephone number,  
including area code, of agent for service)

### Assured Guaranty Capital Trust I

(Exact name of Registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation or organization)

**1325 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 974-0100**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Applied for**

(I.R.S. Employer Identification No.)

**Elisabeth C. Zimmerman  
Assured Guaranty Corp.  
1325 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 974-0100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Assured Guaranty Capital Trust II**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**1325 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 974-0100**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Applied for**

(I.R.S. Employer Identification No.)

**Elisabeth C. Zimmerman  
Assured Guaranty Corp.  
1325 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 974-0100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**James M. Michener**

General Counsel and Secretary  
Assured Guaranty Ltd.  
30 Woodbourne Avenue  
Hamilton HM 08 Bermuda  
(441) 296-4004

**Edward S. Best**

Mayer Brown LLP  
190 South LaSalle Street  
Chicago, Illinois 60603  
(312) 782-0600

**Approximate date of commencement of proposed sale of the securities to the public:** From time to time after the effective date of this Registration Statement, as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.



**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 is being filed to remove from registration the remaining U.S. \$31,659,020 of common stock, preferred stock, debt securities, stock purchase contracts and stock purchase units registered on the registration statement, the offering thereof having been terminated without any sales having been made.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, and in accordance with Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the Hamilton, Bermuda, on August 8, 2008.

ASSURED GUARANTY LTD.

By:                                 /s/ ROBERT MILLS                                

Robert Mills  
*Chief Financial Officer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, and in accordance with Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the New York, New York, on August 8, 2008.

ASSURED GUARANTY US HOLDINGS INC.

By: \_\_\_\_\_ /s/ ROBERT MILLS

Robert Mills  
*Chief Financial Officer*

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, and in accordance with Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the New York, New York, on August 8, 2008.

ASSURED GUARANTY CAPITAL TRUST I

By: ASSURED GUARANTY US HOLDINGS INC.,  
its Depositor

By: /s/ JAMES M. MICHENER

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Name: James M. Michener  
Title: General Counsel

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, and in accordance with Rule 478 thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the New York, New York, on August 8, 2008.

ASSURED GUARANTY CAPITAL TRUST II

By: ASSURED GUARANTY US HOLDINGS INC.,  
its Depositor

By: /s/ JAMES M. MICHENER

\_\_\_\_\_  
Name: James M. Michener  
Title: General Counsel

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QuickLinks

[EXPLANATORY NOTE](#)

[SIGNATURES](#)

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