ASSURANT INC
Form 424B5
March 14, 2018
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The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not offers to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-222648

SUBJECT TO COMPLETION, DATED MARCH 14, 2018

Prospectus Supplement

(to Prospectus dated January 22, 2018)

Assurant, Inc.

$ % Senior Notes due 2023

$ % Senior Notes due 2028

$ % Fixed-to-Floating Rate Subordinated Notes due 2048

We will pay interest on the % senior notes due 2023 (the 2023 Senior Notes), the% senior notes due 2028 (the 2028 Senior Notes and, together with the 2023 Senior Notes, the Senior Notes) on and of each year, beginning on , 2018. The 2023 Senior Notes will mature on , 2023 and the 2028 Senior Notes will mature on , 2028.

Prior to , 2023 (one month prior to maturity (the 2023 Senior Notes Par Call Date)), we may redeem the 2023 Senior Notes, at any time in whole or from time to time in part, at a make-whole premium plus accrued and unpaid interest to, but excluding, the redemption date. Commencing on or after the 2023 Senior Notes Par Call Date, we may redeem the 2023 Senior Notes, at any time in whole or from time to time in part, at a redemption price equal to 100% of the principal amount of the 2023 Senior Notes being redeemed plus accrued and unpaid interest to, but excluding, the redemption date. Prior to , 2028 (three months prior to maturity (the 2028 Senior Notes Par Call Date)), we may redeem the 2028 Senior Notes, at any time in whole or from time to time in part, at a make-whole premium plus accrued and unpaid interest to, but excluding, the redemption date. Commencing on or after the 2028 Senior Notes Par Call Date, we may redeem the 2028 Senior Notes, at any time in whole or from time to time in part, at a redemption price equal to 100% of the principal amount of the 2028 Senior Notes being redeemed plus accrued and unpaid interest to, but excluding, the redemption date. See Description of the Senior Notes Optional Redemption.

The Senior Notes will be our senior unsecured obligations and will rank equally with all of our other senior unsecured indebtedness from time to time outstanding and senior in right of payment to all existing and future subordinated indebtedness, including the Fixed-to-Floating Rate Subordinated Notes offered hereby (as defined herein).

The fixed-to-floating rate subordinated notes due 2048 (the Fixed-to-Floating Rate Subordinated Notes and, together with the Senior Notes, the Notes) will bear interest from , 2018 to, but excluding, , 2028, at an annual rate of %, payable semi-annually in arrears on and of each year, beginning on , 2018 and ending on , 2028. From and including , 2028, the Fixed-to-Floating Rate Subordinated Notes will bear interest at an annual rate equal to three-month LIBOR plus %, payable quarterly in arrears on , , and of each year, beginning on , 2028. So long as no event of default with respect to the Fixed-to-Floating Rate Subordinated Notes has occurred and is continuing, we have the right, on one or more occasions, to defer the payment of interest on the Fixed-to-Floating Rate Subordinated Notes as described in this prospectus supplement for one or more consecutive interest periods for up to five years. Deferred interest will accrue additional interest at an annual rate equal to the annual interest rate then applicable to the Fixed-to-Floating Rate Subordinated Notes.

The principal amount of the Fixed-to-Floating Rate Subordinated Notes will mature on , 2048. Payment of the principal on the Fixed-to-Floating Rate Subordinated Notes will be accelerated only in the case of a bankruptcy of or certain other insolvency events with respect to Assurant, Inc. There is no right of acceleration in the case of default in the payment of interest on the Fixed-to-Floating Rate Subordinated Notes or the performance of any of our other obligations with respect to the Fixed-to-Floating Rate Subordinated Notes.

We may redeem the Fixed-to-Floating Rate Subordinated Notes, in whole but not in part, at any time prior to , 2028, within 90 days after the occurrence of a rating agency event, a tax event or a regulatory capital event at a redemption price equal to (i) with respect to a rating agency event, 102% of their principal

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amount, and (ii) with respect to a tax event or a regulatory capital event, their principal amount, in each case plus accrued and unpaid interest (including compounded interest). On or after , 2028, we may redeem the Fixed-to-Floating Rate Subordinated Notes, in whole at any time or in part from time to time, at a redemption price equal to their principal amount plus accrued and unpaid interest (including compounded interest) to, but excluding, the date of redemption; *provided* that if the Fixed-to-Floating Rate Subordinated Notes are not redeemed in whole, at least $25 million aggregate principal amount of the Fixed-to-Floating Rate Subordinated Notes, excluding any Fixed-to-Floating Rate Subordinated Notes held by us or any of our affiliates, must remain outstanding after giving effect to such redemption. For more information and the definitions of tax event, rating agency event and regulatory capital event, see Description of the Fixed-to-Floating Rate Subordinated Notes Redemption in this prospectus supplement.

The Fixed-to-Floating Rate Subordinated Notes will be unsecured, will rank equally in right of payment to all our existing and future *paripassu* securities (as defined herein) and will be subordinated and junior in right of payment to all our existing and future senior indebtedness (as defined herein), including the Senior Notes offered hereby.

We intend to use the net proceeds of this offering, together with the net proceeds from the issuance of 2,875,000 shares of our 6.50% Series D Mandatory Convertible Preferred Stock (the Mandatory Convertible Preferred Stock), available cash on hand and common stock consideration, to finance our pending acquisition of TWG Holdings Limited (the TWG Acquisition), to refinance our 2018 Notes (as defined herein) and to pay related fees and expenses. See Summary Recent Developments and Use of Proceeds. If the TWG Acquisition has not closed on or prior to December 17, 2018 or an Acquisition Termination Event (as defined herein) occurs, we will be required to redeem the 2023 Senior Notes and the Fixed-to-Floating Rate Subordinated Notes, in whole but not in part, at a redemption price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest on such notes to the date of redemption. See Description of the Senior Notes Special Mandatory Redemption and Description of the Fixed-to-Floating Rate Subordinated Notes Special Mandatory Redemption.

The 2028 Senior Notes are not subject to the special mandatory redemption and will remain outstanding even if we do not consummate the TWG Acquisition.

The closing of this offering is not conditioned on the consummation of the TWG Acquisition, which, if consummated, will occur subsequent to the closing of this offering.

See Risk Factors on page S-13 of this prospectus supplement and page 4 of the accompanying prospectus to read about factors you should consider before investing in the Notes.

	Per 2023 Senior Note	Total	Per 2028 Senior Note	Total	Per Fixed-to-Floating Rate Subordinated Note	Total
Public offering price (1)	%	$	%	$	%	$
Underwriting discounts	%	$	%	$	%	$

Proceeds to Assurant, Inc. (before expenses)	%	$	%	$	%	$

(1) Plus accrued interest, if any, from and including March , 2018, if settlement occurs after that date.

Neither the Securities and Exchange Commission (the SEC) nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the Notes to purchasers through the book-entry delivery system of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V., on or about March , 2018, against payment in immediately available funds.

Joint Book-Running Managers

Morgan Stanley **J.P. Morgan** **Wells Fargo Securities**

US Bancorp

The date of this prospectus supplement is , 2018

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This document consists of two parts. The first part is this prospectus supplement, which describes the terms of this offering of the Notes. The second part, the accompanying prospectus, dated January 22, 2018, gives more general information, some of which may not apply to this offering.

We and the underwriters have not authorized anyone to provide any information other than that contained in this prospectus supplement and the accompanying prospectus or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any free writing prospectus prepared by or on behalf of us to which we have referred you. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer of the Notes in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus supplement and the accompanying prospectus or incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate as of any date other than the date of such document. Our business, financial condition, results of operations and prospects may have changed since those dates.

References in this prospectus supplement and the accompanying prospectus to we, us, our and the Company are to Assurant, Inc. and not its subsidiaries, except where the context otherwise requires.

Except as expressly indicated in this prospectus supplement, amounts in U.S. dollars represent whole dollar amounts, not thousands. This differs from the convention used in certain of the documents incorporated by reference herein.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows the Company to incorporate by reference the information it files with the SEC. This permits us to disclose important information to you by referencing these filed documents, which are considered part of this prospectus supplement and the accompanying prospectus. Information that we file later with the SEC will automatically update and supersede this information.

We incorporate by reference the documents set forth below that the Company previously filed with the SEC and any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), until the offering of the Notes has been completed; provided that, unless otherwise stated, we will not incorporate by reference any filing that is furnished or deemed furnished to the SEC. These documents contain important information about the Company.

Our Annual Report on Form 10-K for the year ended December 31, 2017 filed on February 14, 2018;

Our Definitive Proxy Statement on Schedule 14A filed on March 24, 2017; and

Our Current Reports on Form 8-K filed on January 9, 2018 (except for Item 7.01 and Exhibits 99.1 and 99.2 thereof), January 30, 2018, March 6, 2018 (except for Item 7.01 thereof) and March 12, 2018.

We will provide without charge, upon written or oral request, a copy of any or all of the documents that are incorporated by reference in this prospectus supplement and the accompanying prospectus. You may obtain these copies by writing to Investor Relations, Assurant, Inc., 28 Liberty Street, 41st Floor, New York, New York 10005 or by dialing (212)-859-7000. Our website is www.assurant.com. We make our periodic reports and other information filed or furnished to the SEC available, free of charge, through our website, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Except as specifically noted, information on our website and the websites of our operating companies is not incorporated by reference into this prospectus supplement and the accompanying prospectus and does not constitute a part of this prospectus supplement and the accompanying prospectus.

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SUMMARY

This summary contains selected information about us and this offering. Because this is a summary, it may not contain all the information that may be important to you. You should read this entire prospectus supplement and the accompanying prospectus carefully, including, but not limited to, the information set forth under Risk Factors as well as our consolidated financial statements and the schedules and related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2017 and the other information incorporated by reference into this prospectus supplement and the accompanying prospectus.

The Company

Assurant is a global provider of risk management solutions in the housing and lifestyle markets, protecting where people live and the goods they buy. Assurant operates in North America, Latin America, Europe and Asia Pacific through three operating segments: Global Housing, Global Lifestyle, and Global Preneed. Assurant partners with clients who are leaders in their industries to provide consumers a diverse range of protection products and services. Through its Global Housing segment, Assurant provides lender-placed homeowners, manufactured housing and flood insurance; renters insurance and related products (referred to as our multi-family housing business); and valuation and field services (referred to as our mortgage solutions business). Through its Global Lifestyle segment, Assurant provides mobile device protection products and related services and extended service products and related services for consumer electronics and appliances (referred to as our Connected Living business); vehicle protection services; and credit insurance. Global Preneed provides pre-funded funeral insurance and annuity products.

Our Competitive Strengths

Our financial strength and our core capabilities across our businesses create competitive advantages that we believe allow us to support our clients and our profitable growth over the long term.

Our financial strength. We believe we have a strong balance sheet with a low leverage ratio. As of December 31, 2017, we had $31.84 billion in assets and our debt to total capital was 20.0%. In addition, our Global Housing, Global Lifestyle and Global Preneed segments generate significant amounts of cash flow, which provides us with the flexibility to make appropriate investments in strategic capabilities, and enter into partnerships with our clients.

Client and consumer insights support product innovation. During our long business tenure, we have developed a comprehensive understanding of our clients and the consumer markets we serve. We seek to leverage consumer insights, together with deep market knowledge and capabilities, to anticipate and identify the specific needs of our clients and consumers they serve. We intend to continue to capitalize on our client and consumer insights to introduce new and innovative products and services and to adapt those products and services to address emerging issues.

Value chain integration. We own or manage multiple pieces of the value chain, which enables us to create products and service offerings based on specific client needs and provide a more seamless experience for consumers. Offering end-to-end solutions allows us to adapt more quickly and efficiently to client and consumer needs. Visibility across the value chain helps us collect and share insights to improve the consumer experience and our offerings.

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Our Strategy for Profitable Growth

Our vision is to be the premier provider of risk management solutions within the housing and lifestyle markets globally. To achieve this vision, we recently underwent a multi-year transformation to position ourselves for long-term profitable growth by:

Growing our portfolio of market leading businesses. We leverage our competitive strengths to focus on niche businesses where we can maintain or reach market leading positions and achieve attractive returns. We periodically assess our business portfolio to ensure we align resources with the best opportunities within the housing and lifestyle markets and, currently, we have identified connected living, multi-family housing and vehicle protection services as key businesses targeted for growth. We are focused on growing our businesses by continuing to invest in niche capabilities, further expanding our offerings and diversifying our distribution channels.

Providing integrated risk management offerings. We provide an array of services that are complementary to our risk-based products. As we adapt our business portfolio to respond to client and consumer needs, we expect that our mix of business will continue to evolve. We expect future business mix shifts to further diversify our revenue and earnings. In 2017, fee-based, capital-light businesses accounted for approximately 50% of our operating segments net earned premiums, fees and other income.

Implementing a more agile and efficient operating model. We expect that the implementation of our global operating model, including a more integrated organizational structure across our global operations, will achieve efficiencies to support our profitable growth long-term. We reorganized our global business operating structure to increase competitive agility and deliver superior customer experience and centralized key support functions to reduce overall expenditures over time and benefit from economies of scale.

Deploying our capital strategically. We deploy capital to invest in and grow our businesses, repurchase shares and pay dividends. Our approach to mergers, acquisitions and other growth opportunities reflects our prudent and disciplined approach to managing our capital. We target new business and capabilities that complement or support our business model, which is focused on expanding capabilities and distribution in targeted growth businesses globally.

Recent Developments

On January 9, 2018, we announced that we amended the structure of the TWG Acquisition. Under the revised terms, we will acquire TWG and remain a Delaware corporation. We intend to fund the purchase price, the refinancing of $350 million aggregate principal amount of our 2.50% Senior Notes due 2018 (the 2018 Notes) and related fees and expenses with the net proceeds of this offering, the net proceeds from the March 12, 2018 issuance of 2,875,000 shares of our Mandatory Convertible Preferred Stock, available cash on hand and common stock consideration. The acquisition is expected to close in the second quarter of 2018, subject to the receipt of regulatory approvals and other customary closing conditions. This offering is not conditioned upon the completion of the TWG Acquisition.

Corporate Information

Our principal executive offices are located at 28 Liberty Street, 41st Floor, New York, New York 10005. Our telephone number is (212) 859-7000. Our website is www.assurant.com. We make our periodic reports and other information filed or furnished to the SEC available, free of charge, through our website, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Except as specifically noted, information on our website is not incorporated by reference into this prospectus supplement and the accompanying prospectus and does not constitute a part of this prospectus supplement and the accompanying prospectus.

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The Offering

Issuer	Assurant, Inc.
Notes Offered:	
Senior Notes	$ million aggregate principal amount of % senior notes due 2023.
	$ million aggregate principal amount of % senior notes due 2028.
Fixed-to-Floating Rate Subordinated Notes	$ aggregate principal amount of % Fixed-to-Floating Rate Subordinated Notes due 2048.
Maturity Dates:	
Senior Notes	, 2023 for the 2023 Senior Notes, unless earlier redeemed or repurchased.
	, 2028 for the 2028 Senior Notes, unless earlier redeemed or repurchased.
Fixed-to-Floating Rate Subordinated Notes	, 2048 for the Fixed-to-Floating Rate Subordinated Notes, unless earlier redeemed or repurchased.
Interest Rates:	
Senior Notes	The 2023 Senior Notes will bear interest at the rate of % per year.
	The 2028 Senior Notes will bear interest at the rate of % per year
	In each case, interest will be payable semi-annually in arrears on and of each year, beginning , 2018.
Fixed-to-Floating Rate Subordinated Notes	Interest on the Fixed-to-Floating Rate Subordinated Notes will accrue from , 2018.

From and including , 2018 to, but excluding, , 2028, or any earlier redemption date, the Fixed-to-Floating Rate Subordinated Notes will bear interest at an annual rate of %. We will pay that interest semi-annually in arrears on and of each year, beginning on , 2018 and ending on , 2028, subject to our rights and obligations described under Description of the Fixed-to-Floating Rate Subordinated Notes Option to defer interest payments in this prospectus supplement. In the event that any interest payment date on or prior to , 2028 falls on a day that is not a business day, the interest payment due on that date will be postponed to the next day that is a business day, and no interest will accrue as a result of that postponement.

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From and including , 2028 to, but excluding, the maturity date or any earlier redemption date, the

Fixed-to-Floating Rate Subordinated Notes will bear interest at an annual rate equal to three-month LIBOR plus % payable quarterly in arrears on , , and of each year (or if any of these days is not a business day, on the next business day, except that, if such business day is in the next succeeding calendar month, interest will be payable on the immediately preceding business day), beginning on , 2028, subject to our rights and obligations described under Description of the Fixed-to-Floating Rate Subordinated Notes Option to defer interest payments in this prospectus supplement.

Option to Defer Interest Payments

So long as no event of default with respect to the Fixed-to-Floating Rate Subordinated Notes has occurred and is continuing, we have the right, on one or more occasions, to defer the payment of interest on the Fixed-to-Floating Rate Subordinated Notes for one or more consecutive interest periods for up to five years as described in Description of the Fixed-to-Floating Rate Subordinated Notes Option to defer interest payments in this prospectus supplement. We may not defer interest beyond the maturity date, any earlier accelerated maturity date arising from an event of default or any other earlier redemption of the Fixed-to-Floating Rate Subordinated Notes. During a deferral period, interest will continue to accrue on the Fixed-to-Floating Rate Subordinated Notes at the then-applicable rate of the Fixed-to-Floating Rate Subordinated Notes described above and deferred interest on the Fixed-to-Floating Rate Subordinated Notes will bear additional interest at the then-applicable interest rate of the Fixed-to-Floating Rate Subordinated Notes, compounded on each interest payment date, subject to applicable law. If we have paid all deferred interest (including compounded interest thereon) on the Fixed-to-Floating Rate Subordinated Notes, we can again defer interest payments on the Fixed-to-Floating Rate Subordinated Notes as described above.

Certain Payment Restrictions Applicable to Us

At any time when we have given notice of our election to defer interest payments on the Fixed-to-Floating Rate Subordinated Notes but the related deferral period has not yet commenced or a deferral period is continuing, we and our subsidiaries generally may not make payments on or redeem or purchase any shares of our capital stock or any of our debt securities or guarantees that rank upon our liquidation on a parity with or junior to the Fixed-to-Floating Rate Subordinated Notes, subject to certain limited exceptions.

The terms of the Fixed-to-Floating Rate Subordinated Notes permit us to make any payment of current or deferred interest on our *pari passu* securities that is made pro rata to the amounts due on such parity securities and the Fixed-to-Floating Rate Subordinated Notes.

For more information, see Description of the Fixed-to-Floating Rate Subordinated Notes Dividend and other payment stoppages during deferral periods and under certain other circumstances in this prospectus supplement.

Ranking:

Senior Notes	The Senior Notes will be senior unsecured obligations of Assurant, Inc. and will rank equally with all of our other senior unsecured indebtedness from time to time outstanding and senior in right of payment to all of our existing and future subordinated indebtedness, including the Fixed-to-Floating Rate Subordinated Notes offered hereby.
Fixed-to-Floating Rate Subordinated Notes	The Fixed-to-Floating Rate Subordinated Notes will be unsecured obligations of Assurant, Inc., will rank equally in right of payment to all of our existing and future *pari passu* securities and will be subordinated and junior in right of payment to all our existing and future senior indebtedness, including the Senior Notes offered hereby.

As of December 31, 2017, we had approximately $1.07 billion of outstanding senior indebtedness. On an as adjusted basis after giving effect to the TWG Acquisition, including the incurrence of indebtedness to partially fund the acquisition, we would have had approximately $2.01 billion of outstanding indebtedness. See Capitalization for further information. In addition, payments on the

Fixed-to-Floating Rate Subordinated Notes will be effectively subordinated to all existing and future liabilities of our subsidiaries to the extent of the assets of such subsidiaries, including future policy benefits and expenses, claims and benefits payable and separate account balances of $16.02 billion as of December 31, 2017. See Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes in our Annual Report on

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	Form 10-K for the year ended December 31, 2017, which is incorporated by reference in this prospectus supplement and the accompanying prospectus, for a discussion of our existing indebtedness.
Additional Notes	We may, without the consent of the noteholders, issue additional notes having the same ranking and the same interest rate, maturity and other terms as any series of the Notes offered by this prospectus supplement. Any such additional notes will be a part of the series having the same terms as such series of the Notes; provided, however, that if such additional notes are not fungible with the applicable series of Notes offered hereby for U.S. federal income tax purposes, the additional notes will have a different CUSIP number.
Sinking Fund	None.
Optional Redemption:	
2023 Senior Notes	Prior to the 2023 Senior Notes Par Call Date, we may redeem the 2023 Senior Notes, at any time in whole or from time to time in part, at a make-whole premium plus accrued and unpaid interest to, but excluding, the redemption date.
	Commencing on or after the 2023 Senior Notes Par Call Date, we may redeem the 2023 Senior Notes, at any time in whole or from time to time in part, at a redemption price equal to 100% of the principal amount of the 2023 Senior Notes being redeemed plus accrued and unpaid interest to, but excluding, the redemption date. See Description of the Senior Notes Optional Redemption.
2028 Senior Notes	Prior to the 2028 Senior Notes Par Call Date, we may redeem the 2028 Senior Notes, at any time in whole or from time to time in part, at a make-whole premium plus accrued and unpaid interest to, but excluding, the redemption date.
	Commencing on or after the 2028 Senior Notes Par Call Date, we may redeem the 2028 Senior Notes, at any time in whole or from time to time in part, at a redemption price equal to 100% of the principal amount of the 2028 Senior Notes being redeemed plus

accrued and unpaid interest to, but excluding, the redemption date. See Description of the Senior Notes Optional Redemption.

Fixed-to-Floating Rate Subordinated Notes	We may elect to redeem the Fixed-to-Floating Rate Subordinated Notes: in whole at any time or in part from time to time on or after , 2028 at a redemption price equal to their principal amount plus accrued and unpaid interest (including compounded interest) to, but excluding, the date of redemption; *provided* that if the Fixed-to-Floating Rate Subordinated Notes are not redeemed in whole, at least $25 million aggregate principal amount of the Fixed-to-Floating Rate Subordinated Notes, excluding any Fixed-to-Floating Rate Subordinated Notes held by us or any of our affiliates, must remain outstanding after giving effect to such redemption; or in whole, but not in part, at any time prior to , 2028, within 90 days after the occurrence of a rating agency event, a tax event or a regulatory capital event at a redemption price equal to (i) with respect to a rating agency event, 102% of their principal amount, and (ii) with respect to a tax event or a regulatory capital event, their principal amount, in each case plus accrued and unpaid interest (including compounded interest) to but excluding the date of redemption. For more information and the definitions of tax event, rating agency event and regulatory capital event , see Description of the Fixed-to-Floating Rate Subordinated Notes Redemption in this prospectus supplement.
Special Mandatory Redemption	If the TWG Acquisition has not closed on or prior to December 17, 2018 or if an Acquisition Termination Event (as defined below) occurs, we will be required to redeem the 2023 Senior Notes and the Fixed-to-Floating Rate Subordinated Notes, in whole but not in part, at a redemption price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest on such notes to the date of redemption. An Acquisition Termination Event means either (1) the termination of the TWG Agreement or

(2) we determine in our reasonable judgment that the TWG Acquisition will not occur. The proceeds of this offering will not be deposited into an escrow account pending any special mandatory redemption of such series of Notes. See Description of the Senior Notes Special Mandatory Redemption and Description of the

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	Fixed-to-Floating Rate Subordinated Notes Special Mandatory Redemption.
	The closing of this offering is not conditioned on the closing of the TWG Acquisition.
	The 2028 Senior Notes are not subject to the special mandatory redemption and will remain outstanding even if we do not consummate the TWG Acquisition.
Use of Proceeds	We intend to use the net proceeds of this offering, together with net proceeds from the March 12, 2018 issuance of 2,875,000 shares of our Mandatory Convertible Preferred Stock, available cash on hand and common stock consideration, to finance the TWG Acquisition, refinance our 2018 Notes and to pay related fees and expenses. If the TWG Acquisition has not closed on or prior to December 17, 2018 or an Acquisition Termination Event (as defined herein) occurs, we will be required to redeem the 2023 Senior Notes and the Fixed-to-Floating Rate Subordinated Notes, in whole but not in part, at a redemption price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest on such notes to the date of redemption. However, under such circumstances we are not required to redeem the 2028 Senior Notes and proceeds from the 2028 Senior Notes will be available for general corporate purposes. See Description of the Senior Notes Special Mandatory Redemption and Description of the Fixed-to-Floating Rate Subordinated Notes Special Mandatory Redemption. The closing of this offering is not conditioned on the closing of the TWG Acquisition.
Listing	We do not intend to list the Notes on any securities exchange. The Notes will be new securities for which there is currently no public market.
Governing law	The senior notes indenture is, and the Notes and the subordinated indenture will be, governed by the laws of the State of New York.
Trustee:	
Senior Notes	U.S. Bank National Association.
Fixed-to-Floating Rate Subordinated Notes	U.S. Bank National Association.

Risk factors	Investing in the Notes involves risks. See Risk Factors beginning on page S-13 of this prospectus supplement, page 4 of the accompanying prospectus as well as in our Annual Report on Form 10-K for the year ended December 31, 2017, which is incorporated by reference into this prospectus supplement and the accompanying prospectus, for a discussion of factors you should consider carefully before deciding to invest in the Notes.
Denominations and Form	We will issue the Notes in the form of one or more fully registered global notes registered in the name of the nominee of The Depository Trust Company (DTC). Beneficial interests in the Notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Clearstream Banking, *sociétéanonyme*, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, will hold interests on behalf of their participants through their respective U.S. depositaries, which in turn will hold such interests in accounts as participants of DTC. Except in the limited circumstances described in this prospectus supplement, owners of beneficial interests in the Notes will not be entitled to have Notes registered in their names, will not receive or be entitled to receive Notes in definitive form and will not be considered holders of Notes under the senior notes indenture or the subordinated indenture. The Notes will be issued only in denominations of $2,000 and integral multiples of $1,000 in excess thereof.

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Summary Unaudited Pro Forma Condensed Combined Financial Data

The following summary table presents unaudited pro forma condensed combined financial data about Assurant s consolidated statements of operations and balance sheet, after giving effect to the merger. The information under Combined Balance Sheet Data in the table below assumes the merger had occurred on December 31, 2017. The information under Combined Statements of Operations Data in the table below gives effect to the merger as if it had occurred on January 1, 2017, the beginning of the earliest period presented. This unaudited pro forma combined financial data was prepared using the acquisition method of accounting.

The unaudited pro forma condensed combined financial data is based on the historical consolidated financial statements of Assurant and TWG after giving effect to the completion of the merger and the assumptions and adjustments described in the accompanying notes to the pro forma combined financial statements appearing elsewhere in this prospectus supplement.

Such pro forma adjustments are factually supportable, directly attributable to the merger and with respect to the unaudited pro forma combined statements of operations, are expected to have a continuing impact on the results of operations of the combined company. The unaudited pro forma adjustments, which Assurant believes are reasonable under the circumstances, have been made solely for the purpose of providing unaudited pro forma combined financial statements. The unaudited pro forma adjustments are preliminary and based upon available information and certain assumptions described in the notes to the unaudited pro forma combined financial statements appearing elsewhere in this prospectus supplement. Assurant management believes the fair values recognized for the assets to be acquired and the liabilities to be assumed are based on reasonable estimates and assumptions currently available. The final determination of the acquisition consideration and fair values of TWG s assets and liabilities will be based on the actual net tangible and intangible assets of TWG that exist as of the date of completion of the merger. Consequently, the amounts allocated to goodwill and intangible assets could change significantly from those allocations used in the unaudited pro forma combined financial data presented below and could result in a material change in amortization of acquired finite lived intangible assets.

The information presented below should be read in conjunction with the historical consolidated financial statements and related notes of Assurant and TWG, both of which are incorporated by reference in this prospectus supplement, and with the unaudited pro forma combined financial statements, including the related notes, appearing elsewhere in this prospectus supplement under Unaudited Pro Forma Condensed Combined Financial Statements. The unaudited pro forma combined financial statements are presented solely for informational purposes and are not necessarily indicative of the combined financial position or results of operations that might have been achieved had the merger been completed as of the dates indicated, nor are they meant to be indicative of any anticipated combined financial position or future results of operations that the combined company will experience after the merger. In addition, the unaudited pro forma combined statements of operations do not include any adjustments related to cost savings, operating synergies, tax benefits or revenue enhancements (or the necessary costs to achieve such benefits) that are expected to result from the merger.

The information presented below has been prepared based on an assumed issuance of $1.35 billion aggregate principal amount of new indebtedness, the original planned issuance of $250 million of Mandatory Convertible Preferred Stock and Assurant, Inc. s share price data as of March 2, 2018. These assumptions differ from those made elsewhere in this prospectus supplement, including in the sections Use of Proceeds, Ratio of Earnings to Fixed Charges and Capitalization. Specifically, the pro forma amounts differ from the assumptions in these sections due to subsequent changes in amounts issued in connection with the Mandatory Convertible Preferred Stock issuance (to reflect the exercise of the over-allotment option), changes in the Assurant common stock price to March 9, 2018 (from March 2, 2018), a change in assumption regarding the amount of new indebtedness to be issued, as well as available cash on hand expected to be utilized. See Unaudited Pro Forma Condensed Combined Financial Statements and the related notes for further information.

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		Pro Forma as of December 31, 2017 **($ in millions)**
Balance Sheet Data		
Assets		
Total Investments	$	14,258.2
Cash and cash equivalents		1,024.9
Deferred acquisition costs		3,484.5
Goodwill		2,298.6
Value of business acquired		3,791.7
Other intangible assets, net		778.3
Total other assets		16,794.6
Total assets	$	42,430.8
Liabilities		
Unearned Premiums and Contract Fees	$	14,219.1
Debt		2,056.6
Total Other Liabilities		20,758.6
Total liabilities	$	37,034.3
Equity		
Equity (excluding accumulated other comprehensive income)	$	5,149.8
Accumulated other comprehensive income		234.0
Non-controlling interest		12.7
Total Equity		5,396.5
Total Liabilities and Stockholder s Equity	$	42,430.8

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	Pro Forma for the Year Ended December 31, 2017 **($ in millions, except per share data)**
Income Statement	
Revenues	
Net earned premiums	$ 6,441.7
Fees and other income	1,407.8
Total other revenues	730.2
Total revenues	8,579.7
Expenses	
Amortization of deferred acquisition costs, value of business acquired, and intangible assets	2,509.3
Underwriting, general and administrative expenses	3,031.1
Interest Expenses	98.6
Total other expenses	2,397.4