

Edgar Filing: Darwin Professional Underwriters Inc - Form SC 13G

Darwin Professional Underwriters Inc
Form SC 13G
February 12, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Darwin Professional Underwriters, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

237502109

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alleghany Corporation

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 0

BENEFICIALLY

OWNED BY

6 SHARED VOTING POWER

EACH 9,371,096 (1)

REPORTING

PERSON

7 SOLE DISPOSITIVE POWER

WITH

0

8 SHARED DISPOSITIVE POWER

9,371,096 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,371,096 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

54.9%

12 TYPE OF REPORTING PERSON

CO

(1) The shares are beneficially owned directly by Alleghany Insurance Holdings LLC, a Delaware limited liability company. Alleghany Corporation, a Delaware corporation, owns 100% of the equity interest in Alleghany Insurance Holdings LLC.

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alleghany Insurance Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐
(b) ☐

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 0

BENEFICIALLY OWNED BY 6 SHARED VOTING POWER

EACH 9,371,096(2)

REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 0

8 SHARED DISPOSITIVE POWER

9,371,096(2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,371,096(2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

54.9%

12 TYPE OF REPORTING PERSON

OO

(2) The shares are beneficially owned directly by Alleghany Insurance Holdings LLC, a Delaware limited liability company. Alleghany Corporation, a Delaware corporation, owns 100% of the equity interest in Alleghany Insurance Holdings LLC.

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INTRODUCTORY NOTE: This Statement is filed on behalf of Alleghany Corporation, a Delaware corporation, and by Alleghany Insurance Holdings LLC, a Delaware limited liability company and a wholly owned subsidiary of Alleghany Corporation. Each of Alleghany Corporation and Alleghany Insurance Holdings LLC expressly disclaims that it is a member of a "group".

Item 1(a) Name of Issuer

Darwin Professional Underwriters, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices

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9 Farm Springs Road
Farmington, CT 06032

Item 2(a) Name of Person Filing

Alleghany Corporation ("Alleghany")
Alleghany Insurance Holdings LLC ("AIHL")

Item 2(b) Address of Principal Business Office or, if none, Residence

The principal business address of each of Alleghany and AIHL is 7
Times Square Tower, 17th Floor, New York, NY 10036.

Item 2(c) Citizenship

Alleghany is a Delaware corporation. AIHL is a Delaware limited
liability company.

Item 2(d) Title of Class of Securities

Common Stock

Item 2(e) CUSIP Number

237502109

Item 3 If this statement is filed pursuant to Sections 240.13d-1(b) or
240.13-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or Dealer registered under Section 15 of the Act
(15 U.S.C. 78o);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act
(15 U.S.C. 78c);
- (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act
(15 U.S.C. 78c);
- (d) ☐ Investment Company registered under Section 8 of the
Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An Investment Adviser in accordance with Section
240.13d-1(b)(1)(ii)(E);
- (f) ☐ An Employee Benefit Plan or Endowment Fund in accordance
with Section 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A Parent Holding Company or Control Person in accordance
with Section 240.13d-1(b)(ii)(G);
- (h) ☐ A Savings Association as defined in Section 3(b) of the
Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) ☐ A Church Plan that is excluded from the definition of an
investment company under Section 3(c)(14) of the Investment
Company Act of 1940 (15 U.S.C. 80a-3);

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(j) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

Item 4 Ownership

	Alleghany -----	AIHL -----
(a) Amount beneficially owned	9,371,096	9,371,096
(b) Percent of class	54.9%	54.9%
(c) Number of shares to which person has		
(i) sole power to vote or direct the vote	None	None
(ii) shared power to vote or direct the vote	9,371,096	9,371,096
(iii) sole power to dispose or to direct disposition	None	None
(iv) shared power to dispose or to direct disposition	9,371,096	9,371,096

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certification

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

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February 12, 2007

ALLEGHANY CORPORATION

By: /s/ Jerry G. Borrelli

Name: Jerry G. Borrelli
Title: Vice President

February 12, 2007

ALLEGHANY INSURANCE HOLDINGS LLC

By: /s/ Roger B. Gorham

Name: Roger B. Gorham
Title: Senior Vice President

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EXHIBIT INDEX

Exhibit No.

99.1 Joint Filing Agreement