

ASSURANT INC
Form SC 13D/A
September 20, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Assurant, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Titles of Class of Securities)

04621X108

(CUSIP Number)

Adam Fliss

TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, TX 76102

(817) 871-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 18, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 8 Pages)

*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 disclosures provided in a prior cover page.

The information required on 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*).

CUSIP No. 04621X108 SCHEDULE 13D 2 of 8 Pages

1 NAMES OF REPORTING PERSONS

TPG Advisors VI-AIV, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 NUMBER OF SHARES SOLE VOTING POWER

- 0 -

8 BENEFICIALLY OWNED BY SHARED VOTING POWER

7,869,230 (See Items 3, 4 and 5)

9 EACH REPORTING PERSON SOLE DISPOSITIVE POWER

- 0 -

10 WITH SHARED DISPOSITIVE POWER

7,869,230 (See Items 3, 4 and 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,869,230 (See Items 3, 4 and 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

(11) EXCLUDES CERTAIN
SHARES (see instructions)

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

12.6% (See Item 5)*

14

TYPE OF REPORTING PERSON

CO

The calculation assumes that there is a total of 62,488,122 shares of Common Stock (as defined below) outstanding
*as of September 17, 2018, as reported in the Prospectus Supplement filed by the Issuer (as defined below) with the
Securities and Exchange Commission (the "Commission") on September 18, 2018.

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NAMES OF REPORTING PERSONS

1 David Bonderman
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP (see
 instructions)

2 (a)
 (b)
 3 SEC USE ONLY
 SOURCE OF FUNDS (see instructions)

4 OO (See Item 3)
 CHECK IF DISCLOSURE OF LEGAL
 5 PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2(e)
 CITIZENSHIP OR PLACE OF
 6 ORGANIZATION

United States of America
 SOLE VOTING POWER

NUMBER OF 7
 SHARES -0-
 BENEFICIALLY 8
 OWNED BY 7,869,230 (See Items 3, 4 and 5)
 EACH SOLE DISPOSITIVE POWER

REPORTING 9
 PERSON -0-
 SHARED DISPOSITIVE POWER
 WITH 10
 7,869,230 (See Items 3, 4 and 5)

AGGREGATE AMOUNT
 11 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

7,869,230 (See Items 3, 4 and 5)
 12 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (see instructions)

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

12.6% (See Item 5)*

14 TYPE OF REPORTING PERSON

IN

*The calculation assumes that there is a total of 62,488,122 shares of Common Stock outstanding as of September 17, 2018, as reported in the Prospectus Supplement filed by the Issuer with the Commission on September 18, 2018.

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1 NAMES OF REPORTING PERSONS
James G. Coulter
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (see
instructions)

2 (a)

(b)
3 SEC USE ONLY
SOURCE OF FUNDS (see instructions)

4 OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL
5 PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)
CITIZENSHIP OR PLACE OF
6 ORGANIZATION

United States of America
SOLE VOTING POWER
NUMBER OF 7
SHARES -0-
BENEFICIALLY 8
OWNED BY SHARED VOTING POWER
7,869,230 (See Items 3, 4 and 5)
EACH 9
REPORTING PERSON SOLE DISPOSITIVE POWER
-0-
WITH 10
SHARED DISPOSITIVE POWER
7,869,230 (See Items 3, 4 and 5)
AGGREGATE AMOUNT
11 BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,869,230 (See Items 3, 4 and 5)
12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (see instructions)
13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

12.6% (See Item 5)*

TYPE OF REPORTING PERSON

14

IN

*The calculation assumes that there is a total of 62,488,122 shares of Common Stock outstanding as of September 17, 2018, as reported in the Prospectus Supplement filed by the Issuer with the Commission on September 18, 2018.

This Amendment No. 3 (the "Amendment") amends and supplements the Schedule 13D filed by the Reporting Persons on June 8, 2018, as amended and supplemented by Amendment No. 1 filed on June 11, 2018 and Amendment No. 2 filed on September 14, 2018 (as so amended, the "Original Schedule 13D" and, as amended and supplemented by this Amendment, the "Schedule 13D"), with respect to the Common Stock of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background.

This Amendment amends and restates the second paragraph of Item 2 of the Original Schedule 13D in its entirety as set forth below:

"TPG Advisors VI-AIV is the general partner of each of (i) TPG VI Wolverine, LP, a Cayman Islands limited partnership ("TPG VI Wolverine"), which directly holds 3,671,314 shares of Common Stock, and (ii) TPG VI Wolverine Co-Invest, LP, a Cayman Islands limited partnership ("TPG VI Wolverine Co-Invest" and, together with TPG VI Wolverine, the "TPG Funds"), which directly holds 4,197,916 shares of Common Stock."

Item 4. Purpose of Transaction.

This Amendment amends and restates the final two paragraphs of Item 4 of the Original Schedule 13D in their entirety as set forth below:

"Second September 2018 Registered Offering

On September 18, 2018, the TPG Funds entered into a Stock Purchase Agreement (the "Second September 2018 Stock Purchase Agreement") with Norges Bank (the "Purchaser") pursuant to which the TPG Funds agreed to sell, and the Purchaser agreed to purchase, an aggregate of 1,000,000 shares of Common Stock at a price per share of \$105.14 (the "Second September 2018 Registered Offering"). The Second September 2018 Registered Offering is expected to close on September 24, 2018.

Other than as described above, none of the Reporting Persons nor, to the best knowledge of each of the Reporting Persons, without independent verification, any of the persons listed in Schedule I hereto, currently has any plans or proposals that relate to, or would result in, any of the matters listed in Items 4(a)–(j) of Schedule 13D, although the Reporting Persons may, at any time and from time to time as permitted by the Standstill, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto. Each of the TPG Funds intends to evaluate on an ongoing basis their investment in the Issuer and their options with respect to such investment, including, upon the expiration of the lock-up restrictions discussed above and set forth in the Stockholder Rights Agreement, a sale of all or a portion of their equity ownership in the Issuer. The equity interest in the Issuer's Common Stock held by the TPG Funds is subject to the terms of the Stockholder Rights Agreement and Registration Rights Agreement described above.

References to and the description of the Stockholder Rights Agreement, Registration Rights Agreement, Stockholders Agreement, September 2018 Stock Purchase Agreement and Second September 2018 Stock Purchase Agreement are not intended to be complete and are qualified in their entirety by reference to the full text of the Stockholder Rights Agreement, Registration Rights Agreement, Stockholders Agreement, September 2018 Stock Purchase Agreement and Second September 2018 Stock Purchase Agreement, respectively, copies of which are filed as exhibits hereto and incorporated by reference herein."

Item 5. Interest in Securities of the Issuer.

This Amendment amends and restates the second paragraph of Item 5 of the Original Schedule 13D in its entirety as set forth below:

“(a)-(b) The following sentence assumes that there is a total of 62,488,122 shares of Common Stock outstanding as of September 17, 2018, as reported in the Prospectus Supplement filed by the Issuer with the Commission on September 18, 2018. Pursuant to Rule 13d-3 under the Act, the Reporting Persons may be deemed to beneficially own 7,869,230 shares of Common Stock, which constitutes approximately 12.6% of the outstanding shares of Common Stock.”

Item 7. Material to Be Filed as Exhibits.

This Amendment amends and supplements Item 7 of the Original Schedule 13D by adding the following:

“7. Stock Purchase Agreement, dated as of September 18, 2018, by and among TPG VI Wolverine, LP, TPG VI Wolverine Co-Invest, LP and Norges Bank.”

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.

Dated: September 20, 2018

TPG Advisors VI-AIV, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

David Bonderman

By: /s/ Bradford Berenson

Name: Bradford Berenson, on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Bradford Berenson

Name: Bradford Berenson, on behalf of James G. Coulter (2)

(1) Bradford Berenson is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated March 13, 2018, which was previously filed with the Commission as an exhibit to a Schedule 13G filed by Mr. Bonderman on April 2, 2018 (SEC File No. 005-90172).

(2) Bradford Berenson is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated March 13, 2018, which was previously filed with the Commission as an exhibit to a Schedule 13G filed by Mr. Coulter on April 2, 2018 (SEC File No. 005-90172).

INDEX TO EXHIBITS

1. Agreement of Joint Filing by TPG Group Holdings (SBS) Advisors, Inc., TPG Group Advisors VI, Inc., TPG Group Advisors VI-AIV, Inc., David Bonderman and James G. Coulter, dated as of March 4, 2015 (incorporated by reference to Exhibit 1 to Schedule 13G filed with the Commission on March 4, 2015 by TPG Group Holdings (SBS) Advisors, Inc., TPG Group Advisors VI, Inc., TPG Group Advisors VI-AIV, Inc., David Bonderman and James G. Coulter).
2. Amended and Restated Agreement and Plan of Merger, dated as of January 8, 2018, by and among Assurant, Inc., Spartan Merger Sub, Ltd., TWG Holdings Limited, Arbor Merger Sub, Inc. and TWG Re, Ltd. (incorporated by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed with the Commission on January 9, 2018).
3. Stockholder Rights Agreement, dated as of May 31, 2018, by and among Assurant, Inc., TPG VI Wolverine, LP and TPG VI Wolverine Co-Invest, LP (incorporated by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the Commission on May 31, 2018).
4. Registration Rights Agreement, dated as of May 31, 2018, by and among Assurant, Inc., TPG VI Wolverine, LP and TPG VI Wolverine Co-Invest, LP (incorporated by reference to Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed with the Commission on May 31, 2018).
5. Stockholders Agreement, dated as of May 31, 2018, by and between TPG VI Wolverine, LP and TPG VI Wolverine Co-Invest, LP (incorporated by reference to Exhibit 5 to Schedule 13D filed with the Commission on June 11, 2018 by TPG Advisors VI-AIV, Inc., David Bonderman and James G. Coulter).
6. Stock Purchase Agreement, dated as of September 12, 2018, by and among TPG VI Wolverine, LP, TPG VI Wolverine Co-Invest, LP and the purchasers listed in Schedule 1 thereto (incorporated by reference to Exhibit 6 to Schedule 13D filed with the Commission on September 14, 2018 by TPG Advisors VI-AIV, Inc., David Bonderman and James G. Coulter).
7. Stock Purchase Agreement, dated as of September 18, 2018, by and among TPG VI Wolverine, LP, TPG VI Wolverine Co-Invest, LP and Norges Bank.

