

ASSURANT INC  
Form S-8  
November 18, 2010

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Assurant, Inc.**

(Exact Name of Issuer as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**One Chase Manhattan Plaza, 41st Floor**

**New York, NY 10005**

**(212) 859-7000**

**39-1126612**  
(I.R.S. Employer  
Identification Number)

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(Address, including zip code, and telephone number of Principal Executive Offices)

**Amended and Restated Assurant, Inc. Long Term Equity Incentive Plan**

(Full Title of the Plan)

**BART SCHWARTZ, ESQ.**

**Executive Vice President, Chief Legal Officer and Secretary**

**Assurant, Inc.**

**One Chase Manhattan Plaza, 41st Floor**

**New York, NY 10005**

**Telephone: (212) 859-7063**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common Stock, \$0.01 par value per share	1,900,000 <sup>(1)</sup>	34.71 <sup>(2)</sup>	\$65,939,500 <sup>(2)</sup>	\$4,701.49 <sup>(2)</sup>
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- (1) Includes an aggregate of 1,900,000 shares to be issued pursuant to the grant or exercise of awards under the Amended and Restated Assurant, Inc. Long Term Equity Incentive Plan (the Plan ), including additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of such plans.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h), based on the average of the high and low sales prices of the Common Stock on the New York Stock Exchange on November 17, 2010.

**PART II. INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents filed with the U.S. Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are hereby incorporated by reference into this Registration Statement:

- (1) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Commission on February 25, 2010;
- (2) all other reports filed by the Company with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2009; and
- (3) The description of Common Stock contained in Amendment No. 1 to the company's Registration Statement on Form S-1, filed with the Commission on January 10, 2005, under the heading Description of Share Capital, including all amendments or reports filed for the purpose of updating such description.

All additional documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not Applicable.

**Item 5. Interests of Named Experts and Counsel.**

Heidi S. DuBois, who has given a legal opinion as to the validity of the securities being registered, is employed by the Company as Vice President, Senior Counsel and Assistant Secretary, participates in the Plan and owns less than 1% of the shares of the Company's common stock.

**Item 6. Indemnification of Directors and Officers**

Section 145 of the Delaware General Corporation Law generally provides that directors and officers of Delaware corporations are entitled, under certain circumstances, to indemnification against expenses and liabilities (including attorneys' fees) incurred as a result of suits brought against them in their capacity as a director or officer if they acted in good faith and in a manner they reasonably believed to be in (or not opposed to) the Company's best interests, and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful. However, no indemnification may be made against expenses in respect of any claim, issue or matter as to which they are adjudged to be liable to the Company, unless and only to the extent that the court determines that they are fairly and reasonably entitled to indemnity for such expenses which the court deems proper. Any such indemnification may be made by the Company only as authorized in each specific case upon a determination by the Company's stockholders, disinterested directors or independent legal counsel, as applicable, that indemnification is proper because the indemnitee has met the applicable standard of conduct.

The Company's by-laws provide that the Company will indemnify its directors and officers to the fullest extent permitted by law and that no director shall be liable for monetary damages to the Company or the stockholders for any breach of fiduciary duty, except to the extent provided by applicable law.

The Company currently maintains liability insurance for its directors and officers.

**Item 7. Exemption from Registration Claimed.**

Not Applicable.

**Item 8. Exhibits**

See Exhibit Index, which is incorporated herein by reference.

**Item 9. Undertakings**

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed or furnished by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities being offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification

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against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

*(Signatures on following page)*

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, New York, on November 18, 2010.

ASSURANT, INC.

By: /s/ Robert B. Pollock  
Robert B. Pollock

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Robert B. Pollock	President and Chief Executive Officer and Director	November 18, 2010
Robert B. Pollock	(Principal Executive Officer)	
/s/ Michael J. Peninger	Executive Vice President and Chief Financial Officer	November 18, 2010
Michael J. Peninger	(Principal Financial Officer)	
/s/ John A. Sondej	Senior Vice President and Controller (Principal	November 18, 2010
John A. Sondej	Accounting Officer)	
*	Non-Executive Chair of the Board	November 18, 2010
Elaine D. Rosen		
*	Director	November 18, 2010
Beth L. Bronner		
*	Director	November 18, 2010
Howard L. Carver		
*	Director	November 18, 2010
Juan N. Cento		
*	Director	November 18, 2010
Allen R. Freedman		
*	Director	November 18, 2010
Lawrence V. Jackson		
*	Director	November 18, 2010
David B. Kelso		



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Director

November 18, 2010

Charles J. Koch

\*

Director

November 18, 2010

H. Carroll Mackin

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*	Director	November 18, 2010
John Michael Palms		
*	Director	November 18, 2010
John A. Swainson		

\*By: /s/ Michael J. Peninger  
Name: **Michael J. Peninger**  
*Attorney-in-Fact*

**EXHIBIT INDEX**

**TO**

**REGISTRATION STATEMENT ON FORM S-8**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Restated Certificate of Incorporation of Assurant, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, originally filed on August 4, 2010).
4.2	Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q, originally filed on August 4, 2010).
5.1	Opinion of Heidi S. DuBois regarding the legality of the securities being registered.
23.1	Consent of Heidi S. DuBois (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP.
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Company's Annual Report on Form 10-K, originally filed on February 25, 2010).
24.2	Power of Attorney of John A.C. Swainson.