

PRIMUS GUARANTY LTD  
Form S-8 POS  
December 30, 2011

As filed with the Securities and Exchange Commission on December 30, 2011

Registration No. 333-168034

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**PRIMUS GUARANTY, LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction of

**98-0402357**  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

**Clarendon House**

**2 Church Street**

**Hamilton HM 11, Bermuda**

(Address of Principal Executive Offices)

**Primus Guaranty, Ltd. Incentive Compensation Plan**

**Written Compensation Agreements with Certain Employees**

(Full title of the plan)

**Vincent B. Tritto, Esq.**

**General Counsel**

**Primus Asset Management, Inc.**

**360 Madison Avenue, 25th Floor**

**New York, New York 10017**

(Name and address of agent for service)

(212) 697-2227

(Telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

**Stephen P. Farrell, Esq.**

**Morgan, Lewis & Bockius LLP**

**101 Park Avenue**

**New York, New York 10178**

**(212) 309-6000**

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Fax: (212) 309-6001

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 definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (this **Post-Effective Amendment** ) relates to the Registration Statement of Primus Guaranty, Ltd. (the **Company** ) on Form S-8 (Registration No. 333-168034), filed with the Securities and Exchange Commission on July 8, 2010 (the **Registration Statement** ), which registered the offering of common shares, \$0.08 par value ( **Common Shares** ), subject to restricted share units, performance share units, performance share awards or deferred share awards, or reserved for future grants, under the Primus Guaranty, Ltd. Incentive Compensation Plan, Common Shares subject to restricted share units granted under written compensation agreements with certain employees, restricted share units, performance share units, performance share awards and deferred share awards (collectively, the **Securities** ).

In accordance with an undertaking made by the Company in the Registration Statement to remove from registration by means of post-effective amendment any Securities which remain unsold at the termination of the offering, the Company hereby amends the Registration Statement to deregister any Securities registered but unsold under the Registration Statement as of the date hereof.

**SIGNATURE**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on this 30<sup>th</sup> day of December, 2011.

**PRIMUS GUARANTY, LTD.**

By: /s/ Richard Claiden  
 Richard Claiden  
 Chief Executive Officer

Each person whose signature appears below constitutes and appoints each of Richard Claiden, Christopher N. Gerosa and Vincent B. Tritto, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all other documents and instruments incidental thereto, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission and any other regulatory authority, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statement on Form S-8 has been signed below by the following persons in the capacities and on the date indicated.

| <b>Name</b>  | <b>Date</b>       | <b>Title</b>   |
|--|-------------------|--|
| /s/ Richard Claiden<br>Richard Claiden                   | December 30, 2011 | Chief Executive Officer<br><br>(principal executive officer)   |
| /s/ Christopher N. Gerosa<br>Christopher N. Gerosa       | December 30, 2011 | Chief Financial Officer and<br><br>Treasurer (principal financial and<br><br>principal accounting officer) |
| /s/ Michael P. Esposito, Jr.<br>Michael P. Esposito, Jr. | December 30, 2011 | Director and Chairman of the Board   |
| /s/ Frank P. Filippis<br>Frank P. Filippis               | December 30, 2011 | Director   |
| /s/ Thomas J. Hartlage<br>Thomas J. Hartlage             | December 30, 2011 | Director   |
| /s/ James H. MacNaughton<br>James H. MacNaughton         | December 30, 2011 | Director   |
| /s Michael M. Sullivan<br>Michael M. Sullivan            | December 30, 2011 | Director   |
| /s/ Vincent Vertin<br>Vincent Vertin                     | December 30, 2011 | Director   |