

Maiden Holdings, Ltd.
Form 8-K
May 05, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
May 4, 2016

MAIDEN HOLDINGS, LTD.
(Exact name of registrant as specified in its charter)

Bermuda	001-34042	98-0570192
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

131 Front Street, Hamilton HM12, Bermuda

(Address of principal executive offices and zip code)

(441) 298-4900
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On May 4, 2016, Maiden Holdings, Ltd. (the “Company”) issued a press release announcing its results of operations for the fiscal quarter ended March 31, 2016. A copy of the press release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Item 2.02 and in the accompanying exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On May 4, 2016, the Company issued a press release announcing the following quarterly dividends:

	Dividend per Share	Payable on:	Record date:
Common shares	\$0.14	July 15, 2016	July 1, 2016
Preference shares - Series A	\$0.515625	June 15, 2016	June 1, 2016
Preference shares - Series B	\$0.90625	June 15, 2016	June 1, 2016
Preference shares - Series C	\$0.445313	June 15, 2016	June 1, 2016

A copy of the press release is hereby filed with the Commission and incorporated by reference herein as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit

Exhibit

No. Description

99.1 Press Release of Maiden Holdings, Ltd., dated May 4, 2016

99.2 Press Release of Maiden Holdings, Ltd., dated May 4, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 4, 2016 MAIDEN HOLDINGS, LTD.

By: /s/ Lawrence F. Metz

Lawrence F. Metz

Executive Vice President, General Counsel and
Secretary

EXHIBIT INDEX

Exhibit

No. Description

99.1 Press Release of Maiden Holdings, Ltd., dated May 4, 2016

99.2 Press Release of Maiden Holdings, Ltd., dated May 4, 2016

Exhibit 99.1

PRESS RELEASE

Maiden Holdings, Ltd. Announces First Quarter 2016 Operating Earnings⁽¹⁾ of \$28.3 Million or \$0.37 Per Diluted Common Share and Net Income Attributable to Common Shareholders of \$27.2 Million or \$0.35 Per Diluted Common Share

Highlights for the quarter ended March 31, 2016

Net operating earnings⁽¹⁾ of \$28.3 million, or \$0.37 per diluted common share compared with net operating earnings of \$26.6 million, or \$0.35 per diluted common share in the first quarter of 2015;
Annualized operating return on common equity⁽⁷⁾ of 12.3% compared to 11.4% in the first quarter of 2015;
Net income attributable to Maiden common shareholders of \$27.2 million, or \$0.35 per diluted common share compared with net income attributable to Maiden common shareholders of \$32.4 million, or \$0.41 per diluted common share in the first quarter of 2015;
Gross premiums written increased 3.6% to \$864.1 million compared to the first quarter of 2015;
Net premiums written decreased 0.5% to \$792.8 million compared to the first quarter of 2015;
Combined ratio⁽¹²⁾ of 98.9% compared to 98.2% in the first quarter of 2015;
Net investment income was \$36.3 million, an increase of 28.5% compared to the first quarter of 2015; and
Book value per common share⁽⁴⁾ of \$13.23 at March 31, 2016 increased 12.4% versus December 31, 2015.

HAMILTON, Bermuda - Maiden Holdings, Ltd. (NASDAQ: MHLTD) ("Maiden" or "the Company") today reported first quarter 2016 net operating earnings⁽¹⁾ of \$28.3 million compared with \$26.6 million in the first quarter of 2015. Net income attributable to Maiden common shareholders in the first quarter of 2016 was \$27.2 million compared to net income attributable to Maiden common shareholders of \$32.4 million in the first quarter of 2015.

Commenting on the Company's results, Art Raschbaum, Chief Executive Officer of Maiden, said: "For the quarter, Maiden generated a 12.3% operating return on common equity, with book value per common share increasing over 12% versus year end 2015. While the reinsurance market remains highly competitive, Maiden continues to focus on disciplined organic growth with existing clients and implementation of new business initiatives in the U.S. and Europe. In the quarter we benefited from continued strong investment income, profitable underwriting and lower expense relativities. Maiden's gross premiums written grew by 3.6% versus the first quarter of 2015 with continued prospects for disciplined growth for the balance of the year."

Results for the quarter ended March 31, 2016

Maiden reported first quarter 2016 net operating earnings⁽¹⁾ of \$28.3 million, or \$0.37 per diluted common share compared with \$26.6 million, or \$0.35 per diluted common share in the first quarter of 2015. Net income attributable to common shareholders was \$27.2 million or \$0.35 per diluted common share compared with \$32.4 million or \$0.41 per diluted common share in the first quarter of 2015.

In the first quarter of 2016, gross premiums written increased 3.6% to \$864.1 million from \$834.3 million in the first quarter of 2015. The Diversified Reinsurance segment's gross premiums written totaled \$315.8 million, an increase of 3.4% versus the first quarter of 2015. The gross premium increase in the Diversified Reinsurance segment resulted

from a combination of organic growth in the U.S. and new premiums from business development initiatives in Europe. In the AmTrust Reinsurance segment, gross premiums written increased by 3.7% to \$548.3 million compared to the first quarter of 2015. The AmTrust Reinsurance segment growth rate was moderated by the commutation announced in the fourth quarter and the completion of AmTrust's absorption of new business following the acquisition of Tower Group.

Net premiums written totaled \$792.8 million in the first quarter of 2016, a decrease of 0.5% compared to the first quarter of 2015. The impact of the corporate retrocessional program initiated in January of 2015 was much greater in the first quarter of 2016 than in the first quarter of 2015.

Net premiums earned of \$616.0 million increased 6.7% compared to the first quarter of 2015. In the Diversified Reinsurance segment, net premiums earned decreased 10.6% to \$172.3 million compared to the first quarter of 2015. The AmTrust Reinsurance segment net earned premiums were up 15.4% to \$443.8 million compared to the first quarter of 2015.

Net loss and loss adjustment expenses of \$403.6 million were up 6.9% compared to the first quarter of 2015.

The loss ratio⁽⁸⁾ of 65.0% was slightly higher than the 64.8% reported in the first quarter of 2015.

Commission and other acquisition expenses, increased 9.4% to \$195.1 million in the first quarter of 2016, compared to the same quarter a year ago. The expense ratio⁽¹¹⁾ increased to 33.9% for the first quarter of 2016 compared with 33.4% in the same quarter last year, reflecting changes in business mix. General and administrative expenses for the first quarter of 2016 totaled \$15.5 million, a 4.3% reduction compared with \$16.2 million in the first quarter of 2015. The general and administrative expense ratio⁽¹⁰⁾ was 2.5% in the first quarter of 2016 compared to 2.8% in the first quarter of 2015.

The combined ratio⁽¹²⁾ for the first quarter of 2016 totaled 98.9% compared with 98.2% in the first quarter of 2015. Due to the volatility Maiden experienced in 2015, a higher booking ratio is reflected in the combined ratio relative to the same quarter last year. The Diversified Reinsurance segment combined ratio was 102.9% in the first quarter of 2016, up from 101.1% in the first quarter of 2015 due to the continued impact of commercial auto adverse development. The AmTrust Reinsurance segment reported a combined ratio of 95.3% in the first quarter of 2016 compared to 94.6% in the first quarter of 2015.

Net investment income of \$36.3 million in the first quarter of 2016 increased 28.5% compared to the first quarter of 2015. As of March 31, 2016, the average yield on the fixed income portfolio (excluding cash) is 3.41% with an average duration of 4.72 years. Cash and cash equivalents were \$230.7 million at March 31, 2016 or \$101.8 million lower than at year-end 2015.

Total assets increased 7.3% to \$6.1 billion at March 31, 2016 compared to \$5.7 billion at year-end 2015. Shareholders' equity was \$1.5 billion, up 8.3% compared to December 31, 2015. Book value per common share was \$13.23 at March 31, 2016 or 12.4% higher than at December 31, 2015.

During the first quarter of 2016, the Board of Directors declared dividends of \$0.14 per common share, \$0.515625 per Series A preference share, \$0.90625 per Series B preference share and \$ 0.544271 per Series C preference share.

(1)(4)(7) Please see the Non-GAAP Financial Measures table for additional information on these non-GAAP financial measures and reconciliation of these measures to GAAP measures.

(8)(10)(11)(12) Loss ratio, general and administrative expense ratio, expense ratio and combined ratio are operating metrics. Please see the additional information on these measures under Segment information tables.

Conference Call

Maiden's Chief Executive Officer, Art Raschbaum and Chief Financial Officer, Karen Schmitt will review these results tomorrow morning via teleconference and live audio webcast beginning at 8:30 a.m. ET.

To participate in the conference call, please access one of the following at least five minutes prior to the start time:

U.S. Callers: 1.877.734.5373

Outside U.S. Callers: 1.973.200.3059

Passcode: 92372681

Webcast: http://www.maiden.bm/news_events

A replay of the conference call will be available beginning at 11:30 a.m. ET on May 5, 2016 through midnight on May 12, 2016. To listen to the replay, please dial toll free: 1.855.859.2056 (U.S. Callers) or toll: 1.404.537.3406 (callers outside the U.S.) and enter the Passcode: 92372681; or access http://www.maiden.bm/news_events

About Maiden Holdings, Ltd.

Maiden Holdings, Ltd. is a Bermuda-based holding company formed in 2007. Through its subsidiaries, which are each A- rated (excellent) by A.M. Best, the Company is focused on providing non-catastrophic, customized reinsurance products and services to small and mid-size insurance companies in the United States and Europe. As of March 31, 2016, Maiden had \$6.1 billion in assets and shareholders' equity of \$1.5 billion.

The Maiden Holdings, Ltd. logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=5006>

Forward Looking Statements

This release contains "forward-looking statements" which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements are based on the Company's current expectations and beliefs concerning future developments and their potential effects on the Company. There can be no assurance that actual developments will be those anticipated by the Company. Actual results may differ materially from those projected as a result of significant risks and uncertainties, including non-receipt of the expected payments, changes in interest rates, effect of the performance of financial markets on investment income and fair values of investments, developments of claims and the effect on loss reserves, accuracy in projecting loss reserves, the impact of competition and pricing environments, changes in the demand for the Company's products, the effect of general economic conditions and unusual frequency of storm activity, adverse state and federal legislation, regulations and regulatory investigations into industry practices, developments relating to existing agreements, heightened competition, changes in pricing environments, and changes in asset valuations. Additional information about these risks and uncertainties, as well as others that may cause actual results to differ materially from those projected is contained in Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 as updated in periodic filings with the SEC. The Company undertakes no obligation to publicly update any forward-looking statements, except as may be required by law.

CONTACT:

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Maiden Holdings, Ltd.

Balance Sheet

(in thousands of U.S. dollars, except share and per share data)

	March 31, 2016 (Unaudited)	December 31, 2015 (Audited)
ASSETS		
Investments:		
Fixed maturities, available-for-sale, at fair value (amortized cost 2016: \$3,657,447; 2015: \$3,562,864)	\$3,705,631	\$3,508,088
Fixed maturities, held-to-maturity, at amortized cost (fair value 2016: \$620,327; 2015: \$598,975)	607,170	607,843
Other investments, at fair value (cost 2016: \$10,619; 2015: \$10,816)	13,065	11,812
Total investments	4,325,866	4,127,743
Cash and cash equivalents	85,240	89,641
Restricted cash and cash equivalents	145,501	242,859
Accrued investment income	33,775	32,288
Reinsurance balances receivable, net	598,302	377,318
Reinsurance recoverable on unpaid losses	83,515	71,248
Loan to related party	167,975	167,975
Deferred commission and other acquisition expenses, net	446,122	397,548
Goodwill and intangible assets, net	81,388	81,920
Other assets	151,989	115,038
Total assets	\$6,119,673	\$5,703,578
LIABILITIES		
Reserve for loss and loss adjustment expenses	\$2,572,405	\$2,510,101
Unearned premiums	1,571,350	1,354,572
Accrued expenses and other liabilities	165,616	139,873
Senior notes		
Principal amount	360,000	360,000
Less unamortized debt issuance costs	9,973	10,067
Senior notes, net	350,027	349,933
Total liabilities	4,659,398	4,354,479
Commitments and Contingencies		
EQUITY		
Preference shares	480,000	480,000
Common shares	750	747
Additional paid-in capital	580,779	579,178
Accumulated other comprehensive income	69,470	(23,767)
Retained earnings	333,035	316,184
Treasury shares, at cost	(4,991)	(4,521)