

Flagstone Reinsurance Holdings, S.A.
Form 8-K
August 20, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): August 20, 2012

Flagstone Reinsurance Holdings, S.A.
(Exact name of registrant as specified in its charter)

Luxembourg
(State or other jurisdiction
of incorporation)

001-33364
(Commission File Number)

98-0481623
(IRS Employer
Identification No.)

65 Avenue de la Gare
L-1611 Luxembourg
Grand Duchy of Luxembourg
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: +352 273 515 30

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.

On April 3, 2012, Flagstone (Gibraltar) Limited, an indirect subsidiary of Flagstone Reinsurance Holdings, S.A. (“Flagstone”), entered into a Share Purchase Agreement with ANV Risk BV providing for the sale of 100% of the share capital in Flagstone Holdings (UK) Limited, including all its subsidiaries.

Flagstone today announced that the transaction closed on August 20, 2012, for approximately US\$49.7 million in cash. As a result of the transaction, Flagstone is also releasing a US\$159 million letter of credit previously posted to comply with its funding obligations at Lloyd’s.

A copy of Flagstone’s press release dated August 20, 2012 announcing the closing of the transaction is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits:

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release, dated August 20, 2012, announcing the closing of the transaction. |

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.

FLAGSTONE REINSURANCE HOLDINGS, S.A.

By: /s/ William F. Fawcett
Name: William F. Fawcett
Title: General Counsel

Date: August 20, 2012