

# ASSURANT INC

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 11/18/10

CIK	0001267238
Symbol	AIZ
SIC Code	6321 - Accident and Health Insurance
Industry	Insurance (Prop. & Casualty)
Sector	Financial
Fiscal Year	12/31

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM S-8

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### REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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## Assurant, Inc.

(Exact Name of Issuer as Specified in its Charter)

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

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

**One Chase Manhattan Plaza, 41st Floor**  
**New York, NY 10005**  
**(212) 859-7000**

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

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**Amended and Restated Assurant, Inc. Long Term Equity Incentive Plan**  
(Full Title of the Plan)

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**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**

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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

Accelerated filer

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

Smaller reporting company

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#### 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
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>

- (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.
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## **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 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.

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*(Signatures on following page)*

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## 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.

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

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

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

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**EXHIBIT INDEX  
TO  
REGISTRATION STATEMENT ON FORM S-8**

<u>Exhibit Number</u>	<u>Description</u>
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.

Assurant, Inc.  
One Chase Manhattan Plaza  
41st Floor  
New York, New York 10005

November 18, 2010

Ladies and Gentlemen:

I have acted as corporate counsel for Assurant, Inc., a Delaware corporation (the "Company"), in connection with a Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended, and covering an additional 1,900,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company pursuant to the Amended and Restated Assurant, Inc. Long Term Equity Incentive Plan (the "Plan"). This opinion letter is rendered pursuant to Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K.

I have examined the Plan, the Restated Certificate of Incorporation of the Company, the Amended and Restated By-Laws of the Company, records of proceedings of the Board of Directors of the Company deemed to be relevant to this opinion letter, the Registration Statement and other documents and agreements deemed necessary for purposes of expressing the opinion set forth herein. I also have made such further legal and factual examinations and investigations as I deemed necessary for purposes of expressing the opinion set forth herein.

This opinion letter is provided to the Commission for use solely in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon by any other person or for any other purpose without express written consent. No other opinion may be implied or inferred beyond that which is expressly stated below.

Based on the foregoing, it is my opinion that the shares of Common Stock covered by the Plan have been duly authorized and, when issued in accordance with the terms of the Plan, will be legally and validly issued, fully paid and non-assessable.

I consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Heidi S. DuBois

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Heidi S. DuBois  
Vice President, Senior Counsel  
and Assistant Secretary

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2010 relating to the financial statements, financial statement schedules, and the effectiveness of internal control over financial reporting, which appears in Assurant, Inc's Annual Report on Form 10-K for the year ended December 31, 2009.

/s/ PricewaterhouseCoopers LLP  
New York, New York

November 18, 2010

ASSURANT, INC.

POWER OF ATTORNEY

The undersigned director of Assurant, Inc., a Delaware corporation (the "Company"), hereby appoints Robert B. Pollock, Michael J. Peninger, Bart R. Schwartz and John A. Sondej, and each of them, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his name, place and stead, in any and all capacities, to sign one or more Registration Statements on Form S-8 or other applicable forms, and all amendments thereto, to be filed by the Company with the U.S. Securities and Exchange Commission (the "SEC") in connection with the registration under the Securities Act of 1933, as amended, of any securities of the Company, and to file the same, with all exhibits thereto and other supporting documents, with the SEC.

The undersigned hereby grants to said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact as agents or any of them, or the substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ John A.C. Swainson

John A.C. Swainson  
Director

Dated: September 16, 2010