

ASSURED GUARANTY LTD
Form SC 13G
February 15, 2006

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden hours per response. . . 11

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Assured Guaranty Ltd.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

G0585R106

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

CUSIP No. G0585R106

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
BOSTON PARTNERS ASSET MANAGEMENT, L.L.C

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 3,889,290 shares

6. Shared Voting Power 0

7. Sole Dispositive Power 3,889,290 shares

8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,889,290 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 5.2 %

12. Type of Reporting Person (See Instructions)

IA

CUSIP No. G0585R106

-
1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Weiss, Peck & Greer Investments, a division of Robeco USA, L.L.C.
-

2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) ☐
- (b) ☒
-

3. SEC Use Only
-

4. Citizenship or Place of Organization Delaware
-

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power
-

6. Shared Voting Power 55,780 shares
-

7. Sole Dispositive Power
-

8. Shared Dispositive Power 55,780 shares
-

9. Aggregate Amount Beneficially Owned by Each Reporting Person 55,780 shares
-

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
[X]
-

11. Percent of Class Represented by Amount in Row (9) .1 %
-

12. Type of Reporting Person (See Instructions)
-

IA

Item 1.

- (a) Name of Issuer
Assured Guaranty Ltd (the "Issuer")
- (b) Address of Issuer's Principal Executive Offices
30 Woodbourne Avenue Hamilton HM 08 Bermuda

Item 2.

- (a) Name of Person Filing
Boston Partners Asset Management, LLC
Weiss Peck & Greer Investments, a division of Robeco USA, LLC
- (b) Address of Principal Business Office or, if none, Residence
The address of the principal business office of BPAM is 28 State Street, 20th Floor, Boston, MA 02109.
The address of Weiss Peck & Greer Investments is 909 Third Avenue, New York, NY 10022.
- (c) Citizenship
BPAM is a Delaware limited liability company.
Weiss Peck & Greer Investments, a division of Robeco USA, LLC is registered in the state of Delaware.
- (d) Title of Class of Securities
Common Stock, \$0.01 par value ("Common Stock").
- (e) CUSIP Number
G0585R106

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) ☒ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
BPAM may be deemed to own beneficially 3,889,290 shares of Common Stock at December 31, 2005.
Weiss Peck & Greer Investments may be deemed to own beneficially 55,780 shares of Common Stock at December 31, 2005
- (b) Percent of class:
Based on 75,223,769 shares outstanding
BPAM: 5.2%
WPG: 0.1%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote BPAM: 3,889,290 shares
 - (ii) Shared power to vote or to direct the vote WPG: 55,780 shares
 - (iii) Sole power to dispose or to direct the disposition of BPAM: 3,889,290 shares
 - (iv) Shared power to dispose or to direct the disposition of WPG: 55,780 shares

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. ☐.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

This statement on Schedule 13G ("Schedule 13G") is filed jointly by Robeco USA, L.L.C. ("Robeco") and Boston Partners Asset management L.L.C., each a Delaware limited liability company which is registered as an investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended.

This Schedule 13G is being filed with respect to 3,889,290 shares of common stock of Assured Guaranty Ltd. (the "Common Stock") held by BPAM and 55,780 shares held Weiss Peck & Greer Investments, a division of Robeco USA, L.L.C. at December 31, 2005 for the discretionary accounts of certain clients. By reason of Rule 13d-3 under the Act, Investments, Robeco and BPAM may be deemed to be a "beneficial owner" of such Common Stock. To the knowledge of Robeco and BPAM, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Common Stock which represents more than 5% of the outstanding shares of the Common Stock referred to in Item 4(b) hereof.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2006

Date

Boston Partners Asset Management, L.L.C.
Weiss Peck & Greer Investments, a division of Robeco
USA, L.L.C.

Signature

Mary Ann Iudice, Chief Compliance Officer

Name/Title

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations
(See 18 U.S.C. 1001)**

SIGNATURE