

**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): July 21, 2009

Alleghany Corporation
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| <u>Delaware</u> | <u>1-9371</u> | <u>51-0283071</u> |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

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| <u>7 Times Square Tower, 17th Floor, New York, New York</u> | <u>10036</u> |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (212) 752-1356

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 21, 2009, Alleghany Corporation (the "Corporation") filed a Certificate of Elimination with the Secretary of State of the State of Delaware to eliminate its 5.75% Mandatory Convertible Preferred Stock (the "5.75% Preferred Stock"). The Certificate of Elimination (i) eliminated the previous designation of 1,132,000 shares of the 5.75% Preferred Stock, none of which were outstanding at the time of filing, (ii) upon such elimination, caused such shares of the 5.75% Preferred Stock to resume their status as authorized but unissued shares of preferred stock of the Corporation, without designation as to preference and (iii) eliminated from the Restated Certificate of Incorporation of the Corporation all references to the 5.75% Preferred Stock.

A copy of the Certificate of Elimination is filed herewith as Exhibit 3.1 and incorporated by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1

Certificate of Elimination, dated July 21, 2009.

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.

ALLEGHANY CORPORATION

Date: July 21, 2009

By: /s/ Roger B. Gorham
Name: Roger B. Gorham
Title: Senior Vice President
(and chief financial officer)

Index to Exhibits

Exhibit Number

Exhibit Description

3.1

Certificate of Elimination, dated July 21, 2009.

CERTIFICATE OF ELIMINATION
OF
THE 5.75% MANDATORY CONVERTIBLE PREFERRED STOCK
FROM THE RESTATED CERTIFICATE OF INCORPORATION
OF
ALLEGHANY CORPORATION

Pursuant to Section 151(g)
of the General Corporation Law
of the State of Delaware

Alleghany Corporation (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and the authority granted in the Restated Certificate of Incorporation of the Corporation, the Board of Directors of the Corporation by resolution duly adopted, authorized the issuance of a series of preferred stock consisting of 1,132,000 shares, par value \$1.00 per share, designated as the 5.75% Mandatory Convertible Preferred Stock (the "5.75% Preferred Stock"), and established the voting powers, designations, preferences, and the relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on June 20, 2006, filed a Certificate of Designations, Preferences and Rights with respect to the 5.75% Preferred Stock with the Secretary of State of the State of Delaware.

2. That no shares of the 5.75% Preferred Stock are outstanding and no shares thereof will be issued subject to the 5.75% Preferred Stock Certificate of Designations, Preferences and Rights.

3. That the Board of Directors of the Corporation has duly adopted the following resolutions:

WHEREAS, by a Certificate of Designations, Preferences and Rights filed with the office of the Secretary of State of the State of Delaware on June 20, 2006 (the "Certificate of Designations"), the Corporation authorized the issuance of a series of preferred stock consisting of 1,132,000 shares, par value \$1.00 per share, designated as the 5.75% Mandatory Convertible Preferred Stock (the "5.75% Preferred Stock"), and established the voting powers, designations, preferences, and the relative,

participating or other rights, and the qualifications, limitations or restrictions thereof;

WHEREAS, all 1,132,000 shares of the 5.75% Preferred Stock were issued by the Corporation on June 23, 2006, and all 1,132,000 shares of the 5.75% Preferred Stock were acquired by the Corporation or converted into shares of the Corporation's common stock on or before June 15, 2009;

WHEREAS, as of the date hereof, no shares of the 5.75% Preferred Stock are outstanding and no shares of the 5.75% Preferred Stock will be issued subject to said Certificate of Designations; and

WHEREAS, it is desirable that all matters set forth in the Certificate of Designations with respect to the 5.75% Preferred Stock be eliminated from the Corporation's Restated Certificate of Incorporation.

NOW, THEREFORE, BE IT RESOLVED, that no shares of the 5.75% Preferred Stock are outstanding and no shares of the 5.75% Preferred Stock will be issued subject to said Certificate of Designations, and the Board of Directors hereby approves the elimination of all matters set forth in the Certificate of Designations from the Corporation's Restated Certificate of Incorporation; and be it further

RESOLVED, that the officers of the Corporation be, and each hereby is, severally authorized and directed to file a certificate of elimination with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions, whereupon all matters set forth in the Certificate of Designations with respect to the 5.75% Preferred Stock shall be eliminated from the Corporation's Restated Certificate of Incorporation and the shares of the 5.75% Preferred Stock shall resume their status as authorized but unissued shares of preferred stock of the Corporation, without designation as to preference; and be it further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized to prepare, execute and deliver or file any and all other documents, applications, agreements, papers or instruments and to do or cause to be

done any and all such acts and things (including, without limitation, the payment of all necessary fees and expenses) as they or any of them may determine to be necessary or advisable in order to carry out the purposes and intent of the foregoing resolutions, the execution and delivery or filing of said documents or the taking of such actions to constitute conclusive proof of said determination by said officer or officers.

4. That, in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, all references to the 5.75% Preferred Stock are hereby eliminated from the Restated Certificate of Incorporation.

IN WITNESS WHEREOF, said ALLEGHANY CORPORATION has caused this Certificate of Elimination to be signed by Roger B. Gorham, its Senior Vice President and chief financial officer, this 21st day of July, 2009.

ALLEGHANY CORPORATION

By: /s/ Roger B. Gorham
Roger B. Gorham
Senior Vice President and
chief financial officer

Attest:

/s/ Robert M. Hart
Robert M. Hart
Secretary