

PLATINUM UNDERWRITERS HOLDINGS LTD  
Form 8-K  
February 25, 2008

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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):

February 20, 2008

Platinum Underwriters Holdings, Ltd.

(Exact name of registrant as specified in its charter)

Bermuda

001-31341

98-0416483

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

The Belvedere Building, 69 Pitts Bay Road,  
Pembroke, Bermuda

HM 08

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(441) 295-7195

Not Applicable

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:

- 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))



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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On February 20, 2008, the Compensation Committee of the Board of Directors (the "Board") of Platinum Underwriters Holdings, Ltd. (the "Company") approved a revised form of EIP Share Unit Award Agreement setting forth the material terms and conditions of awards under the Company's Amended and Restated Executive Incentive Plan. The form of EIP Share Unit Award Agreement was amended to comply with Internal Revenue Code Section 409A. It is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 8.01 Other Events.**

On February 21, 2008, the Company issued a press release announcing that the Company had increased the authorized amount under its existing share repurchase program to a total of up to \$250 million of its common shares. This represents an increase of approximately \$165 million from the approximately \$85 million remaining under the previous share repurchase program announced on October 25, 2007. The press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 10.1 Form of EIP Share Unit Award Agreement  
Exhibit 99.1 Press release dated February 21, 2008

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**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.

Platinum Underwriters Holdings, Ltd.

*February 25, 2008*

By: */s/ Michael E. Lombardozzi*

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*Name: Michael E. Lombardozzi  
Title: Executive Vice President, General Counsel and Chief  
Administrative Officer*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                     |
|--------------------|--|
| 10.1               | Form of EIP Share Unit Award Agreement |
| 99.1               | Press release dated February 21, 2008  |