

PRIMUS GUARANTY LTD  
Form 8-A12B  
May 29, 2009

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

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934

**Primus Guaranty, Ltd.**

(Exact Name of Registrant as Specified in its Charter)

**Bermuda**  
(State of Incorporation or Organization)

98-0402357  
(IRS Employer  
Identification Number)

**Clarendon House**  
**2 Church Street**  
**Hamilton HM 11, Bermuda**  
(Address of Principal Executive Offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:  ..

Securities Act registration statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered  
**Preferred Share Purchase Rights**

Name of Each Exchange on Which  
Each Class is to be Registered  
**The New York Stock Exchange**

Securities to be registered pursuant to Section 12(g) of the Act:

**None**  
(Title of Each Class)

Item 1. Description of Securities To Be Registered.

The description of the rights to be issued pursuant to the Rights Agreement, dated as of May 29, 2009, between Primus Guaranty, Ltd. (the Company ) and Mellon Investor Services LLC as rights agent, set forth under Item 3.03 Material Modification to Rights of Security Holders in the Company s Form 8-K filed on May 29, 2009, is hereby incorporated by reference.

Item 2. Exhibits.

Number Description

4.1 Rights Agreement, dated as of May 29, 2009, between the Company and Mellon Investor Services LLC, as rights agent, which includes the form of Certificate of Designations as Exhibit A, the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C (incorporated by reference to Exhibit 4.1 of the Company s Form 8-K filed on May 29, 2009).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 29, 2009

Primus Guaranty, Ltd.

By: /s/ Richard Claiden

Name: Richard Claiden

Title: Chief Financial Officer

**EXHIBIT LIST**

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