

**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): January 22, 2020

Ambac Financial Group Inc

(Exact name of Registrant as specified in its charter)

Delaware

(State of incorporation)

1-10777

(Commission
file number)

13-3621676

(I.R.S. employer
identification no.)

One World Trade Center New York NY 10007

(Address of principal executive offices)

(212) 658-7470

(Registrant's telephone number, including area code)

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))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	AMBC	The Nasdaq Stock Market LLC
Warrants	AMBCW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to

Section 13(a) of the Exchange Act.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 22, 2020, Ambac Financial Group, Inc. (the “Company”), acting pursuant to authorization from its Board of Directors, determined to voluntarily withdraw the principal listing of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) and warrants, from The Nasdaq Global Select Market (“Nasdaq”) and to transfer the listing to the New York Stock Exchange (“NYSE”). The Company expects that listing and trading of the Common Stock and warrants on Nasdaq will end at market close on January 31, 2020, and that trading will begin on NYSE at market open on February 3, 2020.

The Common Stock and warrants have been approved for listing on NYSE, where they will continue to trade under the ticker symbol “AMBC” and “AMBC WS”.

Item 7.01 Regulation FD Disclosure

The Company issued the press release attached hereto as Exhibit 99.1 in connection with the transfer of the principal listing of the Common Stock to NYSE.

The information in Item 7.01 and Item 9.01 of this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press Release issued by Ambac Financial Group, Inc. dated January 22, 2020

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	Press Release issued by Ambac Financial Group, Inc. dated January 22, 2020
101.INS	XBRL Instance Document - the instance document does not appear in the interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
104	Cover Page Interactive Data File - The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags or embedded within the Inline XBRL document

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 thereunto duly authorized.

Ambac Financial Group, Inc.
(Registrant)

Dated: January 23, 2020

By: /s/ William J. White
**First Vice President, Secretary and Assistant General
Counsel**



Ambac to Transfer Listing to NYSE

New York, NY, January 22, 2020 (GLOBE NEWSWIRE) -- Ambac Financial Group, Inc. (Nasdaq: AMBC) ("Ambac"), a financial services holding company whose subsidiary includes Ambac Assurance Corporation ("AAC"), a run-off financial guaranty insurance company that guarantees public finance and structured finance obligations, today announced that it is transferring the listing of its common stock and warrants to the New York Stock Exchange ("NYSE") from the NASDAQ Global Select Market ("NASDAQ"). Ambac's common stock and warrants will begin trading on the NYSE on February 3, 2020 under its current ticker symbol of "AMBC". Ambac will continue to trade its common stock and warrants on NASDAQ until the close of the market on January 31, 2020.

"We are pleased to return our stock listing to the New York Stock Exchange where Ambac was previously listed from 1991 to 2010 and we are excited to join the collection of preeminent companies listed on the NYSE as we continue to focus on generating long-term value for our stockholders," said Claude LeBlanc, Ambac President and Chief Executive Officer.

"We are excited to welcome Ambac as it transfers its listing back to the NYSE, rejoining our unmatched network of listed companies. Early in my career as an NYSE floor specialist I oversaw trading in Ambac, so it will be a particular pleasure to see its shares begin to trade here again," said Stacey Cunningham, President of the NYSE.

About Ambac

Ambac Financial Group, Inc. ("Ambac" or "AFG"), headquartered in New York City, is a financial services holding company whose subsidiaries include Ambac Assurance Corporation, a guarantor of public finance and structured finance obligations in run-off. Ambac's common stock trades on the NASDAQ Global Select Market under the symbol "AMBC". The Amended and Restated Certificate of Incorporation of Ambac contains substantial restrictions on the ability to transfer Ambac's common stock. Subject to limited exceptions, any attempted transfer of common stock shall be prohibited and void to the extent that, as a result of such transfer (or any series of transfers of which such transfer is a part), any person or group of persons shall become a holder of 5% or more of Ambac's common stock or a holder of 5% or more of Ambac's common stock increases its ownership interest. Ambac is committed to providing timely and accurate information to the investing public, consistent with our legal and regulatory obligations. To that end, we use our website to convey information about our businesses, including the anticipated release of quarterly financial results, quarterly financial, statistical and business-related information, and the posting of updates to the status of certain residential mortgage backed securities litigations. For more information, please go to www.ambac.com.

Contact

Lisa A. Kampf
Managing Director, Investor Relations
(212) 208-3177
lkampf@ambac.com

Source: Ambac Financial Group, Inc.

##