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ALLEGHANY CORP /DE  
Form 8-K  
December 28, 2004

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): December 23, 2004  
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Alleg hany Corporation  
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(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	1-9371 ----- (Commission File Number)	51-0283071 ----- (IRS Employer Identification No.)
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375 Park Avenue, Suite 3201, New York, New York ----- (Address of principal executive offices)	10152 ----- (Zip Code)
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Registrant's telephone number, including area code: (212) 752-1356  
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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 1.01. Entry into a Material Definitive Agreement.

On December 23, 2004, Alleghany Corporation entered into a definitive agreement providing for the merger of its wholly owned subsidiary Heads & Threads International LLC with and into HTI Acquisition LLC, an acquisition vehicle formed by a private investor group led by Heads & Threads management and by Capital Partners, Inc. Heads & Threads International LLC is engaged in the industrial fasteners business. Under the terms of the merger agreement, Alleghany will receive merger consideration of approximately \$55 million in cash, subject to adjustment based upon the net book value of Heads & Threads



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- 10.1(a) Agreement and Plan of Merger, dated as of December 22, 2004, among HTI Acquisition LLC, Heads & Threads International LLC and Alleghany Corporation
- 10.1(b) List of Contents of Exhibits and Schedules to the Heads & Threads Merger Agreement. Alleghany agrees to furnish supplementally a copy of any omitted exhibit or schedule to the Securities and Exchange Commission upon request.
- 99.1 Press Release Announcing the Signing by Alleghany Corporation of a Definitive Agreement Regarding the Merger of Heads & Threads International LLC with HTI Acquisition LLC