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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): April 23, 2007*

**Crum & Forster Holdings Corp.**

*(Exact Name of Registrant as Specified in its Charter)*

**333-84068**

*(Commission File Number)*

**Delaware**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

**04-3611900**

*(I.R.S. Employer Identification Number)*

**305 Madison Avenue, Morristown, NJ**

*(Address of Principal Executive Offices)*

**07962**

*(Zip Code)*

**(973) 490-6600**

*(Registrant's Telephone Number, Including Area Code)*

**n/a**

*(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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

On April 23, 2007, Fairfax Financial Holdings Limited, the indirect sole shareholder of Crum & Forster Holdings Corp. (the “Company”), issued the press release attached hereto as Exhibit 99.1, announcing the pricing of an offering of \$330 million of the Company’s 7<sup>3</sup>/<sub>4</sub>% senior notes due May 1, 2017, which press release is incorporated by reference herein and furnished pursuant to Item 7.01 of Form 8-K.

The information in this Current Report on Form 8-K under this Item 7.01, including the information set forth in Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

## **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.

**CRUM & FORSTER HOLDINGS CORP.**  
*(Registrant)*

Dated: April 23, 2007

By: /s/ Mary Jane Robertson  
Name: Mary Jane Robertson  
Title: Executive Vice President, Chief Financial  
Officer and Treasurer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated April 23, 2007

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# FAIRFAX *News Release*

*Stock Symbol: FFH (TSX and NYSE)*

**TORONTO, April 23, 2007**

## **FAIRFAX ANNOUNCES U.S. PRIVATE DEBT ISSUE BY CRUM & FORSTER**

Fairfax Financial Holdings Limited (TSX and NYSE: FFH) announced today that its wholly-owned subsidiary Crum & Forster Holdings Corp. (the "Company") has priced an offering of US\$330 million of 7-3/4% Senior Notes due May 1, 2017 (the "2017 Notes") at an issue price of 100%. The 2017 Notes are being sold on a private basis in the United States pursuant to Rule 144A and outside the United States pursuant to Regulation S under the Securities Act of 1933, with registration rights.

Net proceeds of the offering, after commissions and expenses, are estimated to be approximately US\$325.2 million. The net proceeds of the offering, together with available cash on hand, will be used to purchase the Company's 10-3/8% Senior Notes due 2013 (the "2013 Notes"), pursuant to the Company's previously announced tender offer to purchase for cash any and all of the outstanding 2013 Notes.

The closing of the offering of the 2017 Notes is conditioned upon the receipt of consents from holders of a majority of the outstanding principal amount of the 2013 Notes to adopt proposed amendments to the indenture governing the 2013 Notes, and the effectiveness of such amendments, in connection with the tender offer and related consent solicitation.

This press release is neither an offer to sell nor a solicitation of an offer to buy the 2017 Notes. The 2017 Notes have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the 2013 Notes. The tender offer and related consent solicitation are being made only pursuant to the Company's Offer to Purchase and Consent Solicitation Statement dated April 23, 2007.

Fairfax Financial Holdings Limited is a financial services holding company which, through its subsidiaries, is engaged in property and casualty insurance and reinsurance, investment management and insurance claims management.

-30-

For further information contact: Greg Taylor, Chief Financial Officer, at (416) 367-4941