

MERCURY GENERAL CORP  
Form 8-K  
February 25, 2009

**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, 2009

**MERCURY GENERAL CORPORATION**

(Exact Name of Registrant as Specified in Charter)

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

**001-12257**  
(Commission

**95-221-1612**  
(I.R.S. Employer

File Number)  
**4484 Wilshire Boulevard**

Identification No.)

**Los Angeles, California 90010**

(Address of Principal Executive Offices)

**(323) 937-1060**

(Registrant's telephone number, including area code)

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**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 425 under the Exchange Act (17 CFR 240.14.a-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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Control**

Effective February 20, 2009, the Board of Directors of Mercury General Corporation (the Company ) approved a Second Amendment to the Company s Amended and Restated Bylaws to permit the exact number of directors of the Company to be fixed by resolution duly adopted by the Board of Directors or shareholders of the Company.

The full text of the Second Amendment to the Company s Amended and Restated Bylaws is filed as Exhibit 3.1 to this Current Report, and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

3.1 Second Amendment to Amended and Restated Bylaws of Mercury General Corporation.

**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.

Date: February 23, 2009

**MERCURY GENERAL CORPORATION**

By: /s/ THEODORE STALICK

Name: Theodore Stalick

Its: Chief Financial Officer

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**Exhibit Index**

Exhibit 3.1. Second Amendment to Amended and Restated Bylaws of Mercury General Corporation.

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