

RLI CORP
Form 8-K
May 03, 2018

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): May 3, 2018

RLI Corp.

(Exact name of registrant as specified in its charter)

Illinois
(State or other jurisdiction
of incorporation)

001-09463
(Commission
File Number)

37-0889946
(IRS
Employer
Identification
No.)

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9025 North Lindbergh Drive, Peoria, IL 61615
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (309) 692-1000

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 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.07 Submission of Matters to a Vote of Security Holders.

(a) On May 3, 2018, RLI Corp. (the “Company”) held its annual meeting of shareholders (“Annual Meeting”).

(b) At the Annual Meeting, the Company’s shareholders voted on the following four proposals and cast their votes as described below.

1. The nominees for election to the Board of Directors were elected at the Annual Meeting, each to hold office for a one-year term expiring at the next annual meeting, based upon the following votes:

	For	Withheld	Broker Non-Votes
Election of Directors:	—	—	
Kaj Ahlmann	37,393,842	219,010	3,871,783
Michael E. Angelina	37,400,637	212,215	3,871,783
John T. Baily	34,345,868	3,266,984	3,871,783
Calvin G. Butler, Jr.	36,774,173	838,679	3,871,783
David B. Duclos	37,355,750	257,102	3,871,783
Jordan W. Graham	37,099,742	513,110	3,871,783
Jonathan E. Michael	37,156,634	456,218	3,871,783
Robert P. Restrepo, Jr.	37,232,634	380,218	3,871,783
James J. Scanlan	37,404,073	208,779	3,871,783
Michael J. Stone	37,144,111	468,741	3,871,783

2. The proposal to approve the reincorporation of the Company from the State of Illinois to the State of Delaware, was approved based upon the following votes:

For	Against	Abstentions	Broker Non-Votes
36,178,056	1,382,113	52,683	3,871,783

3. The proposal to approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers, as described in the proxy materials, was approved based upon the following votes:

Broker

For	Against	Abstentions	Non-Votes
36,878,226	588,475	146,151	3,871,783

4. The proposal to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for 2018 was approved based upon the following votes:

For	Against	Abstentions	Broker Non-Votes
40,847,899	562,114	74,622	—

Item 8.01 Other Events.

On May 3, 2018, the Company announced that the Board approved a quarterly dividend on its common stock of \$0.22 per share. The dividend is payable on June 20, 2018, to shareholders of record as of May 31, 2018. Furnished as Exhibit 99.1 and incorporated herein by reference is the press release issued by the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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Exhibit No.	Description
99.1	<u>Press Release dated May 3, 2018 regarding dividend.</u> This Exhibit is furnished pursuant to Item 8.01 hereof and should not be deemed to be "filed" under the Securities Exchange Act of 1934.

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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.

Pril

RLI CORP.

Date: May 3, 2018 By: /s/ Jeffrey D. Fick
Jeffrey D. Fick
Sr. Vice President,
Chief Legal Officer