

RLI CORP
Form 8-K
May 02, 2013

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 2, 2013**

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.)

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

61615
(Zip Code)

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

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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 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 2, 2013, RLI Corp. (the Company) held its annual meeting of stockholders (Annual Meeting). Matters voted upon at the Annual Meeting were (1) election of directors, (2) ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for the current fiscal year, and (3) approval of a non-binding, advisory resolution on the compensation of the Company's named executive officers.

The final results of voting on each of the matters submitted to a vote of stockholders during the Annual Meeting are as follows:

	For	Withheld	Broker Non-Votes
1. Election of Directors:			1,976,687
Kaj Ahlmann	17,384,278	168,639	
Barbara R. Allen	16,917,489	635,428	
John T. Baily	17,414,081	138,836	
Jordan W. Graham	16,875,985	676,932	
Gerald I. Lenrow	16,923,810	629,107	
Charles M. Linke	17,412,523	140,394	
F. Lynn McPheeters	16,930,350	622,567	
Jonathan E. Michael	17,160,355	392,562	
Michael J. Stone	17,284,505	268,412	
Robert O. Viets	17,391,828	161,089	

	For	Against	Abstentions	Broker Non-Votes
2. Ratification of KPMG LLP as independent registered public accounting firm	19,242,032	253,743	33,829	

	For	Against	Abstentions	Broker Non-Votes
3. Approval of non-binding, advisory vote regarding the compensation of Company's named executive officers	16,698,239	776,309	78,369	1,976,687

Item 8.01 Other Events.

On May 2, 2013, the Company announced that its Board of Directors (Board) approved a quarterly dividend on its common stock of \$0.34 per share. The dividend is payable on June 20, 2013, to shareholders of record as of May 31, 2013. 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

Exhibit No.	Description
99.1	Press Release dated May 2, 2013. 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.

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.

RLI CORP.

Date: May 2, 2013

By: */s/ Daniel O. Kennedy*
Daniel O. Kennedy
Vice President and General Counsel

EXHIBIT INDEX

Exhibit No.

Exhibit

99.1	Press Release dated May 2, 2013 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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