

RLI CORP
Form 8-K
November 22, 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): **November 18, 2004**

RLI Corp.

(Exact name of registrant as specified in its charter)

Illinois
(State or other jurisdiction
of incorporation)

0-6612
(Commission
File Number)

37-0889946
(IRS Employer
Identification No.)

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

61615
(Zip Code)

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

Not applicable

(Former name or former address, if changed since last report.)

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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 (see General Instruction A.2. below):

- 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On November 18, 2004, Jordan W. Graham was appointed as a member of the board of directors (the Board) of RLI Corp. (the Company), increasing the number of directors of the Company to twelve. Mr. Graham will serve on the Board's Executive Resources Committee. Mr. Graham's term will expire at the 2005 annual meeting of stockholders of the Company.

There is no arrangement or understanding between Mr. Graham and any other person pursuant to which Mr. Graham was appointed as a director. The Company is not aware of any transactions, proposed transactions or series of transactions to which the Company or any of its subsidiaries was or is to be a party, in which the amount involved exceeds \$60,000, and in which Mr. Graham had, or will have, a direct or indirect material interest.

Item 7.01 Regulation FD Disclosure.

Furnished herewith is a press release issued on November 22, 2004 announcing the appointment of Mr. Graham to the board of directors. The description of the press release contained herein is qualified in its entirety by the full text of such exhibit.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release dated November 22, 2004 (furnished pursuant to Item 7.01). This Exhibit is furnished pursuant to Item 7.01 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: November 22, 2004

By: */s/ Joseph E. Dondanville*
Joseph E. Dondanville
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

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