

RLI CORP  
Form 8-K  
May 02, 2019

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, 2019

RLI Corp.

(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-09463<br>(Commission<br>File Number) | 37-0889946<br>(IRS<br>Employer<br>Identification<br>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.)

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934.

| Title of each class                       | Trading Symbol | Name of each exchange on which registered |
|---|----------------|---|
| Commons Stock, par value \$1.00 per share | RLI            | The New York Stock Exchange               |

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.

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

- (a) On May 2, 2019, 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 three 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<br>Non-Votes |
|-------------------------|------------|-----------|---------------------|
| Election of Directors:  | —          | —         |                     |
| Kaj Ahlmann             | 38,397,500 | 924,994   | 2,978,297           |
| Michael E. Angelina     | 39,120,779 | 201,715   | 2,978,297           |
| John T. Baily           | 38,446,731 | 875,763   | 2,978,297           |
| Calvin G. Butler, Jr.   | 38,105,734 | 1,216,760 | 2,978,297           |
| David B. Duclos         | 38,494,575 | 827,919   | 2,978,297           |
| Susan S. Fleming        | 38,981,751 | 340,743   | 2,978,297           |
| Jordan W. Graham        | 38,750,728 | 571,766   | 2,978,297           |
| Jonathan E. Michael     | 38,865,780 | 456,714   | 2,978,297           |
| Robert P. Restrepo, Jr. | 38,902,167 | 420,327   | 2,978,297           |
| Debbie S. Roberts       | 38,620,118 | 702,376   | 2,978,297           |
| James J. Scanlan        | 38,935,739 | 386,755   | 2,978,297           |
| Michael J. Stone        | 39,016,079 | 306,415   | 2,978,297           |

2. 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:

| For        | Against   | Abstentions | Broker<br>Non-Votes |
|------------|-----------|-------------|---------------------|
| 37,931,473 | 1,297,474 | 93,547      | 2,978,297           |

3. The proposal to ratify the selection of KPMG LLP as the Company’s independent registered public accounting firm for 2019 was approved based upon the following votes:

|            |           |             | Broker    |
|------------|-----------|-------------|-----------|
| For        | Against   | Abstentions | Non-Votes |
| 40,797,568 | 1,394,360 | 108,863     | —         |

Item 8.01 Other Events.

On May 2, 2019, the Company announced that the Board approved a quarterly dividend on its common stock of \$0.23 per share. The dividend is payable on June 20, 2019, to shareholders of record as of May 31, 2019. 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 2, 2019 regarding dividend.</u><br>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.

Pril

RLI CORP.

Date: May 2, 2019 By: /s/ Jeffrey D. Fick  
Jeffrey D. Fick  
Sr. Vice President,  
Chief Legal Officer

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