

UNITED FIRE GROUP INC
Form 8-K/A
May 26, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

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 20, 2015

United Fire Group, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| Iowa (State or other jurisdiction of incorporation) | 001-34257 (Commission File Number) | 45-2302834 (IRS Employer Identification No.) |
|---|---------------------------------------|---|

| | |
|--|---------------------|
| 118 Second Avenue, S.E., Cedar Rapids, Iowa (Address of principal executive offices) | 52401 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (319) 399-5700

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

Check the appropriate box below if the Form 8-K/A 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 20, 2015, the United Fire Group, Inc. (the "Company") held its 2015 Annual Meeting of Shareholders in Cedar Rapids, Iowa.

Represented at the meeting, in person or by proxy, were 22,916,030 shares constituting approximately 92 percent of the issued and outstanding shares entitled to vote as of the close of business on March 23, 2015. The following proposals were approved by the margins indicated below.

Proposal 1: Election of four director nominees for terms of three years ending in 2018 (or until such time as their respective successors have been duly elected and qualified).

| | | Number of Shares | | |
|-------------------------|------------------|------------------|----------------|------------------|
| | | Votes For | Votes Withheld | Broker Non-Votes |
| Christopher R. Drahozal | Class C Director | 20,289,809 | 836,518 | 1,789,703 |
| Jack B. Evans | Class C Director | 20,287,102 | 839,225 | 1,789,703 |
| George D. Milligan | Class C Director | 20,295,071 | 831,257 | 1,789,703 |
| Michael W. Phillips | Class C Director | 21,034,518 | 91,809 | 1,789,703 |

Proposal 2: Approval of an amendment to United Fire Group, Inc.'s Articles of Incorporation to provide for majority voting in uncontested director elections. A copy of the amendment is attached as Exhibit 3.1.

| | Number of Shares | | | Broker Non-Votes |
|--|------------------|---------------|-----------------|---------------------|
| | Votes For | Votes Against | Votes Abstained | |
| Amendment to United Fire Group, Inc.'s Articles of Incorporation | 20,127,150 | 11,022 | 988,155 | 1,789,703 |

On May 20, 2015, the Company implemented the amendment by filing Articles of Amendment to the Articles of Incorporation of United Fire Group, Inc. with the Iowa Insurance Division and the Secretary of State of the State of Iowa.

Proposal 3: Ratification of the appointment of our independent registered public accounting firm, Ernst & Young LLP, for 2015.

| | Number of Shares | | | Broker Non-Votes |
|----------------------------------|------------------|---------------|-----------------|---------------------|
| | Votes For | Votes Against | Votes Abstained | |
| Appointment of Ernst & Young LLP | 21,931,828 | 962,184 | 22,019 | — |

Proposal 4: Approval, on an advisory basis, of compensation of the Company's named executive officers.

| | Number of Shares | | | Broker Non-Votes |
|--|------------------|---------------|-----------------|---------------------|
| | Votes For | Votes Against | Votes Abstained | |
| Say-on-Pay Advisory Vote on Compensation of the Company's Named Executive Officers | 20,613,533 | 491,129 | 21,666 | 1,789,703 |

Item 7.01. Regulation FD Disclosure.

The shareholder presentation attached as Exhibit 99.1 to this Current Report on Form 8-K/A was used at the 2015 Annual Meeting of Shareholders. The information in this Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Item 8.01. Other Events.

Effective May 20, 2015, the Company announced promotions and new officer appointments for both the Company and its subsidiary, United Fire & Casualty Company. A copy of the Company's press release announcing the promotions and appointments is attached as Exhibit 99.2 to this Current Report on Form 8-K/A. The information in this Item 8.01 and Exhibit 99.2 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Item 9.01. Financial Statements and Exhibits.

- (a) None.
- (b) None.
- (c) None.
- (d) Exhibits.

Exhibit 3.1 Articles of Amendment to the Articles of Incorporation of United Fire Group, Inc.
Exhibit 99.1 Shareholder Presentation from the Annual Meeting of Shareholders on May 20, 2015
Exhibit 99.2 Press Release of United Fire Group, Inc. dated May 21, 2015

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.

United Fire Group, Inc.
(Registrant)

Dated: May 21, 2015

/s/ Randy A. Ramlo
Randy A. Ramlo, President and Chief Executive Officer

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|-------------------|--|
| 3.1 | Amendment Number One to United Fire Group, Inc. Articles of Incorporation |
| 99.1 | Shareholder Presentation from Annual Shareholder's Meeting on May 20, 2015 |
| 99.2 | Press Release of United Fire Group, Inc. dated May 21, 20215 |