

AMERISAFE INC  
Form 8-K  
June 18, 2010

**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): June 15, 2010

**AMERISAFE, INC.**

(Exact Name of Registrant as Specified in Charter)

Texas  
(State or Other Jurisdiction  
of Incorporation)

000-51520  
(Commission  
File Number)

75-2069407  
(IRS Employer  
Identification No.)

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2301 Highway 190 West

DeRidder, Louisiana 70634

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (337) 463-9052

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))

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

On June 15, 2010 the Company held its annual meeting of shareholders. All matters submitted to a vote by the Company's shareholders, as described in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 26, 2010, were approved. The number of common shares entitled to vote at the Company's 2010 annual meeting of shareholders was 18,818,912, representing the number of shares outstanding as of the record date, April 22, 2010.

The results of each matter voted on were as follows:

a. Election of Directors. The following director was elected for a term expiring at the 2012 annual meeting of shareholders:

|                  | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|------------------|------------------|-----------------------|-----------------------------|
| Philip A. Garcia | 16,192,566       | 280,688               | 769,178                     |

The following directors were elected for terms expiring at the 2013 annual meeting of shareholders:

|                 | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|-----------------|------------------|-----------------------|-----------------------------|
| Jared A. Morris | 15,664,625       | 808,629               | 769,178                     |
| Daniel Phillips | 15,908,062       | 565,192               | 769,178                     |
| Sean M. Traynor | 16,258,074       | 215,180               | 769,178                     |

b. Amendment of Articles of Incorporation to reflect changes in Texas law. The proposed amendments were approved.

| <b>Shares Voted<br/>for Proposal</b> | <b>Shares Voted<br/>Against Proposal</b> | <b>Shares<br/>Abstaining</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------------------------|--|------------------------------|-----------------------------|
| 17,230,129                           | 8,035                                    | 4,266                        | 0                           |

c. Amendment of Articles of Incorporation to reduce authorized shares of capital stock. The proposed amendments were approved.

| <b>Shares Voted<br/>for Proposal</b> | <b>Shares Voted<br/>Against Proposal</b> | <b>Shares<br/>Abstaining</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------------------------|--|------------------------------|-----------------------------|
| 16,468,089                           | 3,459                                    | 1,706                        | 769,178                     |

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d. Amendment of Non-Employee Director Restricted Stock Plan. The proposed amendments were approved.

| <b>Shares Voted</b> | <b>Shares Voted</b>     | <b>Shares</b>     | <b>Broker</b>    |
|---------------------|-------------------------|-------------------|------------------|
| <b>for Proposal</b> | <b>Against Proposal</b> | <b>Abstaining</b> | <b>Non-Votes</b> |
| 15,997,658          | 472,405                 | 3,191             | 769,178          |

e. Ratification of appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2010. The appointment was ratified.

| <b>Shares Voted</b> | <b>Shares Voted</b>     | <b>Shares</b>     | <b>Broker</b>    |
|---------------------|-------------------------|-------------------|------------------|
| <b>for Proposal</b> | <b>Against Proposal</b> | <b>Abstaining</b> | <b>Non-Votes</b> |
| 16,954,944          | 284,543                 | 2,945             | 0                |

**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.

AMERISAFE, INC.

By: */s/* TODD WALKER  
**Todd Walker, Executive Vice President,  
General Counsel, and Secretary**

Date: June 18, 2010