

HCC INSURANCE HOLDINGS INC/DE/
Form 8-K
May 23, 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 22, 2013**

HCC INSURANCE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-13790
(Commission File Number)

76-0336636
(I.R.S. Employer
Identification No.)

13403 Northwest Freeway

Houston, Texas 77040

(Address of principal executive offices, including zip code)

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(713) 690-7300

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K 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))

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

On May 22, 2013, HCC Insurance Holdings, Inc. (the Company) held its 2013 Annual Meeting of Stockholders (the Annual Meeting). During the Annual Meeting, stockholders were asked to consider and vote upon five proposals: (1) the election of eleven nominees to serve as members of the Company's Board for a one-year term expiring at the annual meeting of stockholders in 2014 and until their successors are duly elected and qualified, (2) an advisory vote on the compensation of the Company's named executive officers, (3) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2013, (4) the approval of the Company's 2013 Employee Stock Purchase Plan, and (5) the re-approval of the material terms of the performance goals under the Company's 2008 Flexible Incentive Plan.

On the record date of April 1, 2013, there were 100,467,814 shares of the Company's common stock issued and outstanding and entitled to be voted at the Annual Meeting. For each proposal, the results of the stockholder voting were as follows:

1. Election of eleven nominees to serve as members of the Board for a one-year term:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------------|------------|----------------|------------------|
| Emmanuel T. Ballases | 91,255,241 | 323,031 | 3,714,941 |
| Judy C. Bozeman | 90,465,041 | 1,113,231 | 3,714,941 |
| Frank J. Bramanti | 90,537,743 | 1,040,529 | 3,714,941 |
| Walter M. Duer | 91,355,036 | 223,236 | 3,714,941 |
| James C. Flagg, Ph.D. | 90,410,576 | 1,167,696 | 3,714,941 |
| Thomas M. Hamilton | 90,600,130 | 978,142 | 3,714,941 |
| Leslie S. Heisz | 90,547,891 | 1,030,381 | 3,714,941 |
| John N. Molbeck, Jr. | 90,597,661 | 980,611 | 3,714,941 |
| Robert A. Rosholt | 91,266,979 | 311,293 | 3,714,941 |
| J. Mikesell Thomas | 90,751,489 | 826,783 | 3,714,941 |
| Christopher J.B. Williams | 90,626,558 | 951,714 | 3,714,941 |

2. Advisory vote on the compensation of the Company's named executive officers:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 88,584,318 | 2,491,754 | 502,200 | 3,714,941 |

3. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2013:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 94,079,833 | 1,006,877 | 206,503 | n/a |

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4. Approval of the Company's 2013 Employee Stock Purchase Plan:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------------|----------------------|----------------|-------------------------|
| 89,867,665 | 791,578 | 919,029 | 3,714,941 |

5. Re-approval of the material terms of the performance goals under the Company's 2008 Flexible Incentive Plan:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------------|----------------------|----------------|-------------------------|
| 86,115,350 | 4,496,241 | 966,681 | 3,714,941 |

SIGNATURE

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.

HCC Insurance Holdings, Inc.

By: /s/ Alexander M Ludlow
Alexander M Ludlow
Associate General Counsel & Assistant Secretary

DATED: May 23, 2013