

RLI CORP  
Form 8-K  
May 06, 2011

**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 5, 2011**

**RLI Corp.**

(Exact name of registrant as specified in its charter)

**Illinois**  
(State or other jurisdiction  
of incorporation)

**001-09463**  
(Commission  
File Number)

**37-0889946**  
(IRS Employer  
Identification No.)

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

**61615**  
(Zip Code)

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

**Not applicable**

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

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

On May 5, 2011, RLI Corp. ( RLI ) held its annual meeting of stockholders ( Annual Meeting ) Matters voted upon at the Annual Meeting were (1) election of directors, (2) approval of the Company's annual incentive compensation plan, (3) ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for the current fiscal year, (4) approval of a non-binding, advisory resolution on the compensation of the Company's named executive officers, and (5) non-binding, advisory vote on the frequency of voting on the compensation of the Company's named executive officers.

The final results of voting on each of the matters submitted to a vote of stockholders during the Annual Meeting are as follows.

|                           | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|---------------------------|------------|-----------------|-----------------------------|
| 1. Election of Directors: |            |                 | 1,667,979                   |
| Kaj Ahlmann               | 18,193,478 | 216,621         |                             |
| Barbara R. Allen          | 17,885,306 | 524,793         |                             |
| John T. Baily             | 18,176,524 | 233,575         |                             |
| Jordan W. Graham          | 17,868,437 | 541,662         |                             |
| Gerald I. Lenrow          | 17,974,664 | 435,435         |                             |
| Charles M. Linke          | 18,170,677 | 239,422         |                             |
| F. Lynn McPheeters        | 17,988,485 | 421,614         |                             |
| Jonathan E. Michael       | 18,012,858 | 397,241         |                             |
| Robert O. Viets           | 18,166,209 | 243,890         |                             |

|   | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|---|------------|----------------|--------------------|-----------------------------|
| 2. Approval of annual incentive compensation plan | 17,930,075 | 221,004        | 259,020            | 1,667,979                   |

|  | For        | Against | Abstentions | Broker<br>Non-Votes |
|--|------------|---------|-------------|---------------------|
| 3. Ratification of KPMG LLP as independent registered public accounting firm | 19,832,925 | 212,939 | 32,214      |                     |

|  | For        | Against | Abstentions | Broker<br>Non-Votes |
|--|------------|---------|-------------|---------------------|
| 4. Approval of non-binding, advisory vote approving the compensation of Company's named executive officers | 17,421,086 | 630,977 | 358,036     | 1,667,979           |

|  | 1 Year     | 2 Years | 3 Years   | Abstentions | Broker<br>Non-Votes |
|--|------------|---------|-----------|-------------|---------------------|
| 5. Non-binding, advisory vote on frequency of voting on compensation of Company's named executive officers | 10,500,529 | 345,795 | 7,226,360 | 337,415     |                     |

**Item 8.01 Other Events.**

On May 5, 2011, RLI Corp. announced that its Board of Directors approved a quarterly dividend on its common stock of \$0.30 per share. The dividend is payable on June 20, 2011, to shareholders of record as of May 31, 2011. Furnished as Exhibit 99.1 and incorporated herein by reference is the press release issued by RLI Corp.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release dated May 5, 2011.<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.

RLI CORP.

Date: May 6, 2011

By: */s/ Daniel O. Kennedy*  
Daniel O. Kennedy  
Vice President and General Counsel

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Exhibit</b>  |
|--------------------|---|
| 99.1               | Press Release dated May 5, 2011<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. |