

RLI CORP  
Form DEFA14A  
April 17, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

RLI CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

RLI Corp.

9025 N. Lindbergh Drive | Peoria, IL 61615  
Phone: 309-692-1000 | Fax: 309-692-1068 | [www.rlicorp.com](http://www.rlicorp.com)

April 15, 2013

Dear Shareholder:

This letter and the attached ballot are being sent to a small number of RLI Corp. shareholders. You recently received the RLI Corp. 2013 Notice of Meeting and Proxy Statement, 2012 Annual Report and a ballot for the May 2, 2013 Annual Shareholders Meeting.

It has come to our attention that a small number of shareholders (approximately 65) received a ballot that contained a minor, inadvertent error in which the directors were mis-numbered. If you have received this letter, we determined that you received one of the incorrect ballots. Therefore, in order to avoid any confusion, we have enclosed a corrected replacement ballot which supersedes the ballot you previously received.

If suitable for your situation, you may revoke your shares using the enclosed replacement ballot at your earliest convenience. If you are satisfied with your prior votes, there is no need to vote again. We apologize for any inconvenience this may cause you, and as always we appreciate your support of RLI.

Please direct any questions or comments to the undersigned at 1-800-331-4929, ext. 5849.

Very truly yours,

Daniel O. Kennedy  
Vice President, General Counsel  
& Corporate Secretary

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**RLI CORP.**

**9025 NORTH LINDBERGH DRIVE**

**PEORIA, IL 61615**

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M59294-P34301

KEEP THIS PORTION FOR YOUR RECORDS

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

DETACH AND RETURN THIS PORTION ONLY

RLI CORP.		For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark For All Except and write the number(s) of the nominee(s) on the line below.	
The Board of Directors recommends you vote FOR the following:						
1.	Election of Directors	o	o	o		
<b>Nominees:</b>						
	01) Kaj Ahlmann				06) Charles M. Linke	
	02) Barbara R. Allen				07) F. Lynn McPheeters	

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	03) John T. Baily	08) Jonathan E. Michael			
	04) Jordan W. Graham	09) Michael J. Stone			
	05) Gerald I. Lenrow	10) Robert O. Viets			
<b>The Board of Directors recommends you vote FOR the proposals 2 and 3.</b>			<b>For</b>	<b>Against</b>	<b>Abstain</b>
2.	APPROVE THE APPOINTMENT OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.		o	o	o
3.	APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.		o	o	o
<b>NOTE:</b> This proxy also grants the Proxies the ability to vote in their discretion upon other matters as may properly come before the meeting.					
Please sign exactly as your name(s) appear(s). Executors, trustees, and others signing in a representative capacity should include their name and the capacity in which they sign.					
Signature [PLEASE SIGN WITHIN BOX]			Date	Signature (Joint Owners)	Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Annual Report & Notice and Proxy Statement are available at [www.proxyvote.com](http://www.proxyvote.com).

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	<b>THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF RLI CORP.</b>	
	The undersigned hereby appoints Barbara R. Allen and Charles M. Linke, as Proxies, each with the power to appoint his or her substitute, and hereby authorizes them, or either one of them, to represent and to vote, as indicated on the other side of this form or as indicated by phone or Internet, the shares of Common Stock of RLI Corp. held of record by the undersigned on March 4, 2013, at the RLI Corp. Annual Meeting of Shareholders to be held on May 2, 2013 or any adjournments thereof.	
	<b>If no other indication is made on the reverse side of this form, or by phone or Internet, the Proxies shall vote for each of the director nominees listed on the reverse side of this form, for Proposals 2 and 3, and in their</b>	

	<b>discretion, upon such other business as may properly come before the meeting.</b>	
	<b>(Continued and to be signed and dated on the reverse side.)</b>	

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