

MARKEL CORP
Form S-8 POS
November 17, 2011

File No. 333-143392

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8
REGISTRATION STATEMENT

Under

The Securities Act of 1933

Markel Corporation

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation or organization)

54-1959284
(I.R.S. Employer
Identification No.)

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4521 Highwoods Parkway

Glen Allen, Virginia
(Address of Principal Executive Offices)

23060-6148
(Zip Code)

Markel Corporation Retirement Savings Plan

(Full title of the plan)

D. Michael Jones

General Counsel and Secretary

Markel Corporation

4521 Highwoods Parkway

Glen Allen, Virginia 23060-6148

(804) 747-0136

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

DELETION OF PLAN

In its Registration Statement on Form S-8 (File No. 333-143392), Markel Corporation, a Virginia corporation (the Registrant), registered 100,000 shares of its common stock, no par value, for issuance to participants in the Markel Corporation Retirement Savings Plan. In Post-Effective Amendment No. 1 to the Registration Statement, the Registrant added the Markel Aspen 401(k) Plan to the Registration Statement. Effective November 1, 2011, the Markel Aspen 401(k) Plan is merged into the Markel Corporation Retirement Savings Plan and the Registration Statement is amended to remove the Markel Aspen 401(k) Plan from the Registration Statement. No additional shares of Markel Corporation common stock are being registered.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and in accordance with Rule 478 thereto, the Registrant has duly caused this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Henrico, State of Virginia, on November 17, 2011.

MARKEL CORPORATION

By: /s/ ANNE G. WALESKI
Anne G. Waleski
Vice President, Chief Financial Officer
and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement has been signed by the following persons in the capacities indicated on November 17, 2011.

| Signature | Title |
|--|---|
| /s/ ALAN I. KIRSHNER* Alan I. Kirshner | Director, Chairman and Chief Executive Officer (Principal Executive Officer) |
| /s/ ANTHONY F. MARKEL* Anthony F. Markel | Director |
| /s/ STEVEN A. MARKEL* Steven A. Markel | Director Vice President, Chief Financial Officer and Treasurer |
| /s/ ANNE G. WALESKI Anne G. Waleski | (Principal Financial Officer) Controller and Chief Accounting Officer |
| /s/ NORA N. CROUCH Nora N. Crouch | (Principal Accounting Officer) |

/s/ J. ALFRED BROADDUS* Director
J. Alfred Broaddus

/s/ DOUGLAS C. EBY* Director
Douglas C. Eby

/s/ STEWART M. KASEN* Director
Stewart M. Kasen

/s/ LEMUEL E. LEWIS* Director
Lemuel E. Lewis

/s/ JAY M. WEINBERG* Director
Jay M. Weinberg

*By: /s/ D. MICHAEL JONES
D. Michael Jones

Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, the Administrative Committee of the Markel Corporation Retirement Savings Plan has duly caused this Post-Effective Amendment No. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Henrico, State of Virginia, on November 17, 2011.

Markel Corporation Retirement Savings Plan

By: /s/ PAMELA J. PERROTT

Pamela J. Perrott
Administrative Committee Member

Exhibit Index

Exhibit

Number

Description

| | |
|----|---|
| 24 | Powers of Attorney (incorporated by reference to Exhibit 24 of the Registrant's Registration Statement on Form S-8 dated May 31, 2007 (Registration No. 333-143392)). |
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