

Amtrust Financial Services, Inc.
Form DEFA14A
May 18, 2018

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:

☐ o Preliminary Proxy Statement

☐ o Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))

☐ o Definitive Proxy Statement

☐ o Definitive Additional Materials

☒ x Soliciting Material Pursuant to §240.14a-12

AMTRUST FINANCIAL SERVICES, INC.

(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):

☒ x No fee required.

☐ o 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:

☐ o 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:

The following letter was distributed to employees of AmTrust Financial Services, Inc. (the “Company”) in connection with the proposed acquisition of the Company pursuant to the terms of the Agreement and Plan of Merger, dated March 1, 2018, by and among the Company, Evergreen Parent, L.P., K-Z LLC, Barry D. Zyskind, George Karfunkel and Leah Karfunkel:

Dear AmTrust team,

I wanted to provide an update regarding our previously announced transaction to become a privately held company. We are making great progress towards completing the transaction, which we continue to expect to occur in the second half of 2018. I would like to take this opportunity to thank you all for your hard work over the past few months. It is because of you that AmTrust is positioned to realize the many opportunities ahead as a privately held company.

As you may have seen, one of our shareholders recently made a filing with the Securities and Exchange Commission regarding their views about this transaction. As we outlined in March, we believe the proposed transaction delivers immediate and certain value for public shareholders at a significant premium and is in their best interest. We have heard positive feedback from shareholders who agree, and over the coming weeks, we will continue to communicate with all shareholders about the substantial value that this transaction will deliver.

As we continue to work toward completing the transaction, it remains business as usual for all of us at AmTrust. We are committed to keeping you updated on important developments as we move toward the closing. We ask that you continue to do what you do best and provide the exceptional service and support that our policyholders, brokers, agents and partners have come to expect.

Thanks for your continued support and dedication.

/s/ Barry D. Zyskind
Chairman, President and CEO

Additional Information and Where to Find It

In connection with the proposed transaction, the Company has filed with the Securities and Exchange Commission (the “SEC”) a proxy statement on Schedule 14A and may file other documents with the SEC regarding the proposed transaction. This letter is not a substitute for the proxy statement or any other document that the Company may file with the SEC. INVESTORS IN AND SECURITY HOLDERS OF THE COMPANY ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND RELATED MATTERS. Investors and security holders may obtain free copies of the proxy statement and other documents filed with the SEC by the Company through the web site maintained by the SEC at www.sec.gov or by contacting the investor relations department of the Company or MacKenzie Partners, Inc., the Company’s proxy solicitor.

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Participants in the Solicitation

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information regarding the Company's directors and executive officers, including a description of their direct interests, by security holdings or otherwise, is contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 as amended on Form 10-K/A filed with the SEC on April 23, 2018. A more complete description is available in the proxy statement on Schedule 14A filed with the SEC on May 4, 2018. You may obtain free copies of these documents as described in the preceding paragraph.