

AMERISAFE INC
Form 8-K
June 11, 2018

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): June 8, 2018

AMERISAFE, INC.

(Exact Name of Registrant as Specified in its Charter)

Texas
(State or Other Jurisdiction

of Incorporation)

001-12251
(Commission

File Number)
2301 Highway 190 West

75-2069407
(IRS Employer

Identification No.)

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DeRidder, Louisiana 70634

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (337) 463-9052

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 (*see* General Instruction A.2. below):

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On June 8, 2018 the Company held its annual meeting of shareholders. All matters submitted for approval by the Company's shareholders, as described in the Company's proxy statement on Schedule 14A filed with the SEC on April 27, 2018, were approved. The number of common shares entitled to vote at the Company's 2018 annual meeting of shareholders was 19,260,915 representing the number of shares outstanding as of April 18, 2018, the record date for the annual meeting.

The results of each matter voted on at the annual meeting were as follows:

1. Election of directors. The following directors were elected for terms expiring at the 2021 annual meeting of shareholders:

| | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Philip A. Garcia | 18,125,951 | 14,769 | 506,296 |
| Millard E. Morris | 17,974,346 | 166,374 | 506,296 |
| Randall E. Roach | 18,074,057 | 66,663 | 506,296 |

2. Approval of an amendment to the Company's Non-Employee Director Restricted Stock Plan to increase the number of shares issuable under the Plan.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 17,118,011 | 959,067 | 11,669 | 506,296 |

3. Advisory vote on executive compensation. The compensation of the Company's named executive officers as disclosed in the 2018 proxy statement under "Executive Compensation" and discussed under "Compensation Discussion and Analysis" was approved on an advisory basis.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 18,070,680 | 16,285 | 1,782 | 506,296 |

4. Ratification of appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2018. The appointment was ratified.

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 18,505,638 | 89,001 | 404 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERISAFE, INC.

By: /s/ Kathryn H. Shirley
Kathryn H. Shirley
Executive Vice President,

General Counsel and Secretary

Date: June 11, 2018