

UNITED FIRE GROUP INC
Form 8-K
May 17, 2012
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 16, 2012

United Fire Group, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|-----------------------------------|
| Iowa | 001-34257 | 45-2302834 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 118 Second Avenue, S.E., Cedar Rapids, Iowa | 52407 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (319) 399-5700

(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.

Our 2012 Annual Meeting of Shareholders was held on May 16, 2012 in Cedar Rapids, Iowa. Represented at the meeting, in person or by proxy, were 23,392,059 shares constituting approximately 91.7 percent of the issued and outstanding shares entitled to vote as of the close of business on March 19, 2012. The following proposals were adopted by the margins indicated below.

Proposal 1: Election of one Class A director to serve the remainder of an unexpired term ending in May 2014 (or until such time as his successor has been duly elected). Election of four Class C directors for a term of three years ending in May 2015 (or until such time as their respective successors have been duly elected).

| | | Number of Shares | | Broker |
|-------------------------|------------------|------------------|----------------|-----------|
| | | Votes For | Votes Withheld | Non-Votes |
| Scott L. Carlton | Class A Director | 21,267,401 | 176,578 | 1,948,080 |
| Christopher R. Drahozal | Class C Director | 20,305,519 | 1,138,460 | 1,948,080 |
| Jack B. Evans | Class C Director | 20,481,098 | 962,881 | 1,948,080 |
| George D. Milligan | Class C Director | 20,478,433 | 965,536 | 1,948,080 |
| Michael W. Phillips | Class C Director | 21,269,545 | 174,434 | 1,948,080 |

Proposal 2: Ratification of the appointment of our independent registered public accounting firm, Ernst & Young, LLP.

| | Number of Shares | | | Broker |
|----------------------------------|------------------|---------------|-----------------|-----------|
| | Votes For | Votes Against | Votes Abstained | Non-Votes |
| Appointment of Ernst & Young LLP | 21,917,595 | 1,012,243 | 462,221 | — |

Proposal 3: Approval of a resolution approving the compensation of the Company's named executive officers.

| | Number of Shares | | | Broker |
|--|------------------|---------------|-----------------|-----------|
| | Votes For | Votes Against | Votes Abstained | Non-Votes |
| Say-on-Pay Advisory Vote on Compensation of the Company's Named Executive Officers | 20,371,730 | 569,355 | 502,894 | 1,948,080 |

Item 7.01. Regulation FD Disclosure.

On May 16, 2012, United Fire Group, Inc. held its annual shareholders' meeting at which the shareholder presentation attached as Exhibit 99.1 was used. The information in this Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Item 8.01. Other Events

At a meeting of the Board of Directors of United Fire Group, Inc. held on May 16, 2012, the directors declared a \$0.15 per share quarterly dividend which will be paid June 15, 2012 to common stock shareholders of record as of June 1, 2012. Also at its May 16 meeting, the Board of Directors approved an extension of United Fire's existing share repurchase program, authorizing the purchase of an additional 1 million shares of the Company's common stock and extending the program's expiration date until August 2014. The amount and timing of any purchases under this program is at the Company's discretion.

Item 9.01. Financial Statements and Exhibits

(a) None.

(b) None.

(c) None.

(d) Exhibits.

The following exhibits are furnished herewith:

| Exhibit Number | Exhibit Description |
|----------------|---|
| 99.1 | Shareholder Presentation from Annual Shareholder's Meeting on May 16, 2012. |
| 99.2 | Press release of United Fire Group, Inc. dated May 17, 2012. |

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.

UNITED FIRE GROUP, INC.

Date: May 17, 2012

By: /s/ Randy A. Ramlo
Name: Randy A. Ramlo
Title: President and Chief Executive Officer

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EXHIBIT INDEX

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