



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

Annual Meeting of Shareholders

On September 10, 2013, Federated National Holding Company (the "Company") held its annual meeting of shareholders. A total of 7,017,514 of the Company's outstanding shares of common stock, representing approximately 86.1% of the shares eligible to vote, were present or represented by proxy at the annual meeting. The following four proposals were voted on at the annual meeting, and each was approved by the Company's shareholders with the necessary number of votes required by the Company's charter documents and applicable corporate law:

1. The election of Michael H. Braun, Peter J. Prygelski, III, and Jenifer G. Kimbrough as Class I directors to serve until the annual meeting of shareholders to be held in 2016 or until their successors are elected and qualified;
2. To hold an advisory vote on the Company's executive compensation;
3. To hold an advisory vote on the frequency of future advisory votes on the Company's executive compensation; and
4. To ratify the appointment of DeMeo Young McGrath as the Company's independent registered public accounting firm for the 2013 fiscal year.

The table below states the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, for each of the proposals voted on at the annual meeting:

<u>Description of Matter</u>	For	Against	Withheld	Abstentions	Broker Non-Votes
1. Election of Directors:					
Michael H. Braun	3,859,442	N/A	312,995	N/A	2,845,077
Peter J. Prygelski, III	3,674,673	N/A	497,764	N/A	2,845,077
Jenifer G. Kimbrough	3,836,518	N/A	335,919	N/A	2,845,077
2. Advisory vote approving the Company's executive compensation.	2,870,140	1,289,318	N/A	12,979	2,845,077
<u>Description of Matter</u>	1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
3. Advisory vote approving the frequency of future advisory votes on the Company's executive compensation to occur every three years.	1,901,543	50,791	2,208,935	11,168	2,845,077
<u>Description of Matter</u>	For	Against	Withheld	Abstentions	Broker Non-Votes
4. Ratification of the appointment of DeMeo Young McGrath as the Company's independent registered public accounting firm for the 2013 fiscal year.	6,888,257	64,070	N/A	65,187	N/A

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.

21<sup>ST</sup> CENTURY HOLDING  
COMPANY

Date: September 12, 2013 By: /s/ Peter J. Prygelski, III  
Name: Peter J. Prygelski,  
III  
Title: Chief Financial  
Officer  
(Principal Accounting and  
Financial Officer)

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