

Global Indemnity plc  
Form 8-K  
June 07, 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): June 7, 2012 (June 6, 2012)**

**Global Indemnity plc**

**(Exact name of registrant as specified in its charter)**

**Ireland**  
**(State or other jurisdiction**

**of incorporation)**

**001-34809**  
**(Commission**

**File Number)**

**98-0664891**  
**(I.R.S. Employer**

**Identification No.)**

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**Arthur Cox Building**

**Earlsfort Terrace**

**Dublin 2, Ireland**

(Address of principal executive offices)

**Registrant's telephone number, including area code: +(353) (0) 1 618 0517**

**None  
(Zip Code)**

**Not Applicable**

**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))

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

On June 6, 2012, Global Indemnity plc (the Company) held its 2012 Annual General Meeting of shareholders (the Annual General Meeting). The proposals submitted to a vote of the shareholders at the meeting are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 30, 2012. The final results of voting for each matter are as follows:

Proposal 1: Election of directors

The following individuals were elected to the Company's Board of Directors to hold office for the term expiring at the 2012 Annual General Meeting of shareholders or until their successors are duly elected and qualified:

|                  | Votes For   | Votes Against | Abstain | Broker non-votes |
|------------------|-------------|---------------|---------|------------------|
| Saul A. Fox      | 130,309,392 | 4,333,866     | 703     | 848,280          |
| James W. Crystal | 129,441,308 | 5,201,771     | 882     | 848,280          |
| Seth J. Gersch   | 134,180,544 | 462,535       | 882     | 848,280          |
| Mary R. Hennessy | 134,428,374 | 214,705       | 882     | 848,280          |
| Chad A. Leat     | 134,407,281 | 235,798       | 882     | 848,280          |
| Cynthia Y. Valko | 132,556,263 | 2,086,816     | 882     | 848,280          |

Proposal 2: To authorize the Company and/or any of its subsidiaries to make open market purchases of the Company's A ordinary shares.

The proposal was approved by the following vote:

| Votes For   | Votes Against | Abstain | Broker non-votes |
|-------------|---------------|---------|------------------|
| 131,370,682 | 3,180,135     | 93,144  | 848,280          |

Proposal 3: To authorize the reissue price range of A ordinary shares that the Company acquires as treasury shares.

The proposal was approved by the following vote:

| Votes For   | Votes Against | Abstain | Broker non-votes |
|-------------|---------------|---------|------------------|
| 134,520,228 | 122,957       | 776     | 848,280          |

Proposal 4: To ratify the appointment of PricewaterhouseCoopers as the Company's independent auditors and to authorize the Company's Board of Directors, acting through its Audit Committee, to set their fees.

The proposal was approved by the following vote:

| Votes For   | Votes Against | Abstain | Broker non-votes |
|-------------|---------------|---------|------------------|
| 135,369,781 | 121,537       | 923     |                  |

Proposal 5: To act on various matters concerning Wind River Reinsurance Company, Ltd.

A. Election of directors and alternate director of Wind River Reinsurance Company, Ltd.

The following individuals were elected to Wind River Reinsurance Company's Board of Directors:

|             | Votes For   | Votes Against | Abstain | Broker non-votes |
|-------------|-------------|---------------|---------|------------------|
| Alan Bossin | 134,481,421 | 69,217        | 93,323  | 848,280          |

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|                                      |             |        |        |         |
|--------------------------------------|-------------|--------|--------|---------|
| Stephen Green                        | 134,481,421 | 68,717 | 93,823 | 848,280 |
| Linda C. Hohn                        | 134,481,600 | 68,717 | 93,644 | 848,280 |
| Andre Perez                          | 134,480,921 | 69,217 | 93,823 | 848,280 |
| Cynthia Y. Valko                     | 134,481,421 | 68,717 | 83,823 | 848,280 |
| Janita Burke (alternative director)  | 134,481,421 | 67,957 | 94,583 | 848,280 |
| Nigel Godfrey (alternative director) | 134,481,421 | 68,717 | 93,823 | 848,280 |

- B. To ratify the appointment of PricewaterhouseCoopers International Limited, Hamilton, Bermuda, as the independent auditor of Wind River Reinsurance Company, Ltd. for 2012.

The proposal was approved by the following vote:

| Votes For   | Votes Against | Abstain | Broker non-votes |
|-------------|---------------|---------|------------------|
| 135,369,781 | 28,816        | 93,644  |                  |

Proposal 6: To authorize holding the 2013 Annual General Meeting of shareholders of the Company at a location outside of Ireland.

The proposal was approved by the following vote:

| Votes For   | Votes Against | Abstain | Broker non-votes |
|-------------|---------------|---------|------------------|
| 135,462,689 | 25,661        | 3,891   |                  |

**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.

Global Indemnity plc

*Date: June 7, 2012*

*By: /s/ Thomas M. McGeehan  
Name: Thomas M. McGeehan  
Title: Chief Financial Officer*