

NATIONAL GENERAL HOLDINGS CORP.

FORM 8-K (Current report filing)

Filed 05/09/17 for the Period Ending 05/09/17

Address	59 MAIDEN LANE, 38TH FLOOR NEW YORK, NY 10038
Telephone	212-380-9500
CIK	0001578735
Symbol	NGHC
SIC Code	6331 - Fire, Marine, and Casualty Insurance
Industry	Multiline Insurance & Brokers
Sector	Financials
Fiscal Year	12/31

**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 9, 2017**

NATIONAL GENERAL HOLDINGS CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-36311
(Commission
File Number)

27-1046208
(I.R.S. Employer
Identification Number)

**59 Maiden Lane, 38th Floor
New York, New York 10038**
(Address of principal executive offices) (zip code)
(212) 380-9500
(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act (§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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 9, 2017, the Board of Directors of National General Holdings Corp. (the "Company") appointed Lawrence J. Moloney as Senior Vice President and Chief Accounting Officer of the Company, effective immediately.

Mr. Moloney, 54, has served as a Senior Vice President, Finance of the Company since December 2016. Prior to joining the Company, Mr. Moloney served as controller of AIG North America, a division of American International Group, Inc., from September 2014 to December 2016. Prior to that role, he served as deputy controller of AIG North America from May 2012 to September 2014. Prior to his tenure at AIG, Mr. Moloney held a number of financial management positions with Tokio Marine Management. He joined Tokio Marine from Deloitte where he began his career.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its 2017 Annual Meeting of Shareholders on May 9, 2017. The certified results of the matters voted upon at the meeting, which are more fully described in the Company's proxy statement, are as follows:

Description of Matters Submitted

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>	
1. Election of Directors:				
Donald DeCarlo	99,866,202	2,709,005	1,186,265	
Patrick Fallon	99,992,939	2,582,268	1,186,265	
Barry Karfunkel	85,377,414	17,197,793	1,186,265	
Robert Karfunkel	100,449,186	2,126,021	1,186,265	
John Marshaleck	101,746,594	828,613	1,186,265	
Barbara Paris	99,992,786	2,582,421	1,186,265	
Barry Zyskind	78,132,601	24,442,606	1,186,265	
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	
2. Ratification of the appointment of Ernst & Young LLP as the Company's independent auditor for the year ended December 31, 2017.	103,759,457	533	1,482	
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
3. Advisory, non-binding approval of the compensation of our Named Executive Officers, as disclosed in our proxy statement.	99,027,636	3,102,071	445,500	1,186,265

SIGNATURE

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.

NATIONAL GENERAL HOLDINGS CORP.

Date: May 9, 2017

By: /s/ Jeffrey Weissmann
Jeffrey Weissmann
General Counsel and Secretary