

UNITED FIRE GROUP INC

Form 8-K

May 19, 2017

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 17, 2017

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 52401

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§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 May 17, 2017, United Fire Group, Inc. (the "Company" or "UFG") held its 2017 Annual Meeting of Shareholders in Cedar Rapids, Iowa.

All of the director nominees were elected and all of the other proposals submitted to the Company's shareholders were approved. The following are the final voting results for each proposal presented at the meeting.

Proposal 1: Elect four Class A Directors to three-year terms expiring in 2020.

| Director Nominee | Class | Number of Shares | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|-------|------------------|-----------|---------------|-------------|------------------|
| Scott L. Carlton | A | 22,215,439 | 63,637 | 18,794 | 1,679,882 | |
| Brenda K. Clancy | A | 22,253,685 | 26,404 | 17,781 | 1,679,882 | |
| Randy A. Ramlo | A | 21,707,495 | 571,421 | 18,654 | 1,680,182 | |
| Susan E. Voss | A | 22,244,634 | 35,155 | 17,781 | 1,680,182 | |

Proposal 2: Ratify the Audit Committee's appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2017.

Number of Shares

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 23,295,884 | 667,608 | 14,260 | — |

Proposal 3: Approve, on an advisory basis, the compensation of the Company's named executive officers.

Number of Shares

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 21,856,083 | 409,942 | 31,843 | 1,679,882 |

Proposal 4: Approve, on an advisory basis, the frequency of future shareholder votes on executive compensation.

Number of Shares

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|------------|---------|-----------|-------------|------------------|
| 17,436,320 | 234,673 | 4,551,265 | 75,611 | 1,679,882 |

Based on these results, the Company will continue to hold an annual advisory vote on the compensation of the named executive officers until the next required vote on the frequency of shareholder votes on the compensation of executives.

Item 7.01. Regulation FD Disclosure.

The shareholder presentation attached as Exhibit 99.1 to this Current Report on Form 8-K was used at the 2017 Annual Meeting of Shareholders. 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.

Effective May 17, 2017, the Company announced promotions and new officer appointments for its subsidiary United Fire & Casualty Company. A copy of the Company's press release announcing the promotions and appointments is attached as Exhibit 99.2 to this Current Report on Form 8-K. The information in this Item 8.01 and Exhibit 99.2 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 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Shareholder Presentation from the Annual Meeting of Shareholders on May 17, 2017

Exhibit 99.2 Press Release of United Fire Group, Inc. dated May 19, 2017

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.
(Registrant)

Dated: May 19, 2017 /s/ Dawn M. Jaffray

Dawn M. Jaffray, Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number Exhibit Description

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