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PROASSURANCE CORP
Form 8-K
April 26, 2007

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): April 25, 2007

ProAssurance Corporation
(Exact name of registrant as specified in its charter)

Delaware 001-16533 63-1261433
(State of Incorporation) (Commission File No.) (IRS Employer I.D. No.)

100 Brookwood Place, Birmingham, Alabama 35209
(Address of Principal Executive Office) (Zip code)

Registrant's telephone number, including area code: (205) 877-4400

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 Securities Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-(c) under the Exchange Act (17CFR 240.13e-(c))

ITEM 5.02: DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On April 26, 2007, ProAssurance Corporation announced that its Chairman and Chief Executive Officer, A. Derrill Crowe, M.D., has informed the Board of Directors that he will retire as Chief Executive Officer effective July 1, 2007. Dr. Crowe will remain as non-executive Chairman of the Board of Directors of ProAssurance. ProAssurance also announced that its Board of Directors has elected W. Stancil Starnes will be the new Chief Executive Officer of ProAssurance, also effective July 1, 2007. On April 26, 2007 ProAssurance issued a news release, included as Exhibit 99.1 to this Current Report on Form 8K,

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announcing these executive management changes.

Mr. Starnes, age 58, assumed his current responsibilities as President, Corporate Planning and Administration with Brasfield & Gorrie, LLC on October 1, 2006. Brasfield & Gorrie, LLC, a large Birmingham, Alabama based commercial construction firm with approximately \$2 billion in revenue. As President of Corporate Planning and Administration, Mr. Starnes participated as a member of senior management in company operations with a particular focus on all of the non-construction activities of Brasfield & Gorrie.

Prior to joining Brasfield and Gorrie, he was one of the founders and ultimately senior and managing partner of the Birmingham-based law firm of Starnes & Atchison, LLP. Mr. Starnes currently maintains an "of counsel" position with Starnes & Atchison, LLP, but will resign before assuming his duties at ProAssurance. As an attorney at Starnes & Atchison, Mr. Starnes represented local and national clients in a wide range of civil trials, appeals and litigation, including commercial, securities, medical liability and insurance litigation matters.

From 1978 to October 2006, he represented and counseled ProAssurance in his capacity as partner with Starnes & Atchison and, as a result, has thorough knowledge and understanding of ProAssurance's operations and insurance philosophy. Since October 1, 2006, Mr. Starnes has not had a financial interest in Starnes & Atchison, nor has he worked on any ProAssurance matters, either independently or on behalf of Starnes & Atchison. Mr. Starnes has no family relationship with any other executive officer or director of ProAssurance.

In connection with the resignation of Dr. Crowe, ProAssurance expects that it will amend its employment agreement with Dr. Crowe. There will be no change in compensation for 2007. The basic terms of such amendment, which would be effective beginning January 1, 2008, will include:

- o annual salary of \$500,000 for 2008 and 2009; and
- o perquisites determined at levels consistent with past practice.

ProAssurance also expects to enter into an employment agreement with Mr. Starnes, with basic terms including the following:

- o term of five years;
- o base salary of \$750,000 per annum subject to annual adjustments at the discretion of the Board of Directors;
- o annual bonus equal to 100% of the base salary for 2007 (pro rata) and 2008; bonuses after 2008 will be based on objective criteria established by the Board of Directors;

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- o one-time grant of 100,000 stock options effective and priced on July 2, 2007, the first day of stock trading following Mr. Starnes expected date of employment;
- o annual grant of equity compensation (options and/or performance shares) having a present value of \$500,000 during the term;
- o reimbursement for any lost compensation between May 1, 2007 and July 1, 2007; and
- o perquisites determined consistent with those presently provided to the

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CEO.

The employment agreements with Dr. Crowe and Mr. Starnes are subject to negotiation and may include such other terms as are mutually agreeable and customary in employment contracts for executives. ProAssurance will file with the Securities and Exchange Commission the amendment to Dr. Crowe's employment agreement and the employment agreement with Mr. Starnes as exhibits at such time when such amendment and employment agreement have been executed by the respective parties.

Item 9.01: Financial Statements and Exhibits

(c)	Exhibit	Description
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	99.1	Press Release dated April 26, 2007.

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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.

Date: April 26, 2007

PROASSURANCE CORPORATION

By: /s/ Frank B. O'Neil

Frank B. O'Neil
Sr. Vice-President

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