

WHITE MOUNTAINS INSURANCE GROUP LTD

Form 8-K

May 31, 2016

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

May 26, 2016

Date of Report (Date of earliest event reported)

WHITE MOUNTAINS INSURANCE GROUP, LTD.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Bermuda | 1-8993 | 94-2708455 |
| (State or other jurisdiction of incorporation or organization) | (Commission file number) | (I.R.S. Employer Identification No.) |

80 South Main Street, Hanover, New Hampshire 03755

(Address of principal executive offices)

(603) 640-2200

(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))

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

White Mountains Insurance Group, Ltd. (the “Company”) held its 2016 Annual General Meeting of Members (the “2016 Annual Meeting”) on May 26, 2016 in Hamilton, Bermuda.

As of April 4, 2016, the record date for the 2016 Annual Meeting, a total of 5,415,862 common shares were eligible to vote; however, in accordance with the Company’s Bye-laws, direct and constructive holders of common shares whose votes would otherwise confer 10% or more of the votes conferred by all the issued shares of the Company are subject to a cut-back that reduces their total voting power to under 10%. The results of the vote, after applying the voting cut-backs which are required by the Company’s Bye-laws, are presented below.

Proposal 1 - Election of Class I Directors to a term ending in 2019.

| Nominee: | Votes FOR | Abstained | Broker | Non-votes |
|------------------|-----------|-----------|---------|-----------|
| Morgan W. Davis | 3,587,430 | 23,795 | 440,226 | |
| Lowndes A. Smith | 3,573,552 | 37,673 | 440,226 | |
| Gary C. Tolman | 3,604,458 | 6,767 | 440,226 | |

Proposal 2 - Election of Directors of HG Re, Ltd.

| Nominee: | Votes FOR | Votes Against | Abstained | Broker | Non-votes |
|------------------|-----------|---------------|-----------|---------|-----------|
| Kevin Pearson | 3,581,301 | 160 | 29,764 | 440,226 | |
| Jennifer Pitts | 3,582,318 | 160 | 28,747 | 440,226 | |
| Christine Repasy | 3,582,098 | 160 | 28,967 | 440,226 | |
| John Sinkus | 3,581,063 | 160 | 30,002 | 440,226 | |

Proposal 3 - Election of Directors of White Mountains Life Reinsurance (Bermuda) Ltd.

| Nominee: | Votes FOR | Votes Against | Abstained | Broker | Non-votes |
|------------------|-----------|---------------|-----------|---------|-----------|
| Lysa Brown | 3,582,000 | 160 | 29,065 | 440,226 | |
| Kevin Pearson | 3,581,666 | 160 | 29,399 | 440,226 | |
| Jennifer Pitts | 3,582,257 | 160 | 28,808 | 440,226 | |
| Christine Repasy | 3,581,725 | 160 | 29,340 | 440,226 | |

Proposal 4 - Election of Directors for any new non-United States operating subsidiary of WTM.

| Nominee: | Votes FOR | Votes Against | Abstained | Broker | Non-votes |
|------------------|-----------|---------------|-----------|---------|-----------|
| Raymond Barrette | 3,582,157 | 160 | 28,908 | 440,226 | |
| David Foy | 3,581,810 | 160 | 29,255 | 440,226 | |
| Kevin Pearson | 3,581,153 | 160 | 29,912 | 440,226 | |
| Jennifer Pitts | 3,581,918 | 160 | 29,147 | 440,226 | |

Proposal 5 - Election of Directors of Split Rock Insurance, Ltd.

| Nominee: | Votes FOR | Votes Against | Abstained | Broker Non-votes |
|--------------------|-----------|---------------|-----------|------------------|
| Christopher Garrod | 3,581,111 | 160 | 29,954 | 440,226 |
| Sarah Kolar | 3,581,469 | 160 | 29,596 | 440,226 |
| Kevin Pearson | 3,581,409 | 160 | 29,656 | 440,226 |
| John Treacy | 3,581,202 | 160 | 29,863 | 440,226 |

Proposal 6 - Election of Directors of Grand Marais Capital Limited.

| Nominee: | Votes FOR | Votes Against | Abstained | Broker Non-votes |
|---------------|-----------|---------------|-----------|------------------|
| Sarah Kolar | 3,581,589 | 160 | 29,476 | 440,226 |
| Jonah Pfeffer | 3,580,934 | 160 | 30,131 | 440,226 |
| Davinia Smith | 3,581,392 | 160 | 29,673 | 440,226 |

Proposal 7 - Election of Directors for any new non-United States operating subsidiary of OneBeacon.

| Nominee: | Votes FOR | Votes Against | Abstained | Broker Non-votes |
|----------------|-----------|---------------|-----------|------------------|
| Sarah Kolar | 3,581,434 | 160 | 29,631 | 440,226 |
| Paul McDonough | 3,581,640 | 160 | 29,425 | 440,226 |
| Kevin Pearson | 3,581,309 | 160 | 29,756 | 440,226 |
| John Treacy | 3,581,118 | 160 | 29,947 | 440,226 |

Proposal 8 - Approval of the resolution on majority voting in uncontested director elections.

| Votes FOR | Votes Against | Abstained | Broker Non-votes |
|-----------|---------------|-----------|------------------|
| 3,603,763 | 5,495 | 1,967 | 440,226 |

Proposal 9 - Approval of the advisory resolution on executive compensation.

| Votes FOR | Votes Against | Abstained | Broker Non-votes |
|-----------|---------------|-----------|------------------|
| 3,187,159 | 419,362 | 4,704 | 440,226 |

Proposal 10 - Approval of the appointment of PricewaterhouseCoopers LLP ("PwC") as the Company's Independent Registered Public Accounting Firm for 2016.

| Votes FOR | Votes Against | Abstained |
|-----------|---------------|-----------|
| 4,032,624 | 17,211 | 1,616 |

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 thereunto duly authorized.

WHITE MOUNTAINS
INSURANCE GROUP, LTD.

/s/ J. BRIAN PALMER

DATED: May 31, 2016 By: J. Brian Palmer
Managing Director and
Chief Accounting Officer