

WHITE MOUNTAINS INSURANCE GROUP LTD
Form DEFA14A
May 05, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

WHITE MOUNTAINS INSURANCE GROUP, LTD.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:

(4)

Date Filed:

Resignation of Director; Withdrawal of Director Nominee

In connection with the Definitive Proxy Statement furnished by White Mountains Insurance Group, Ltd. (White Mountains or the Company) for its Annual General Meeting of Members to be held on May 26, 2010, Bruce R. Berkowitz informed the Board of Directors of the Company on April 26, 2010 of his decision to resign as a Director of the Company effective as of April 27, 2010 and to withdraw as a nominee for Director at the upcoming Annual General Meeting of Members.

At this time, the Board of Directors is not nominating a replacement Director; the Board will go forward with eleven members. Other than Mr. Berkowitz, the nominees named in White Mountains Definitive Proxy Statement dated March 29, 2010 (the Proxy) will stand for election at the 2010 Annual General Meeting of Members. Notwithstanding Mr. Berkowitz s resignation and withdrawal, the form of proxy card included in the original distribution of the Proxy remains valid; however, any votes that are submitted with instructions to vote for all of the Board s nominees will be voted only for the three remaining nominees, as named in the Proxy.

May 5, 2010
