

HCC INSURANCE HOLDINGS INC/DE/

Form 8-K

April 13, 2007

**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)

April 12, 2007

HCC INSURANCE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-13790
(Commission File
Number)

76-0336636
(IRS Employer
Identification No.)

13403 Northwest Freeway
Houston, Texas
(Address of principal executive offices)

77040-6094
(Zip Code)

Registrant's telephone number, including area code: (713) 690-7300

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 (see General Instruction A.2. below):

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

We entered into an Employment Agreement with Frank J. Bramanti, our Chief Executive Officer, on April 12, 2007, which is effective as of January 1, 2007. The agreement expires December 31, 2010. Under the agreement, Mr. Bramanti will receive an annual salary of \$1,950,000 (consisting of a base salary of \$950,000 and deferred compensation of \$1,000,000). In addition, Mr. Bramanti will be eligible to receive bonus compensation under the 2007 Incentive Compensation Plan, if such plan is approved by our shareholders, or at the discretion of our Compensation Committee, otherwise. He is also entitled to extended medical coverage and supplementary term life insurance in the aggregate face amount of \$5,000,000. In the event Mr. Bramanti's employment is terminated by us without Cause, or by Mr. Bramanti for Good Reason or if a Change of Control occurs (in each such case as such terms are defined in the employment agreement), Mr. Bramanti is entitled to payment of base salary and deferred compensation for the remainder of the term in a lump sum, as well as benefits for the remainder of the term and all accrued compensation and benefits through the termination date. If Mr. Bramanti's employment terminates in the event of death, his estate is entitled to all accrued compensation and benefits through the date of death along with a payment equal to the lesser of eighteen months base salary and deferred compensation or payment of base salary and deferred compensation through the remainder of the term. If his employment terminates in the event of his disability, he is to receive a payment in an amount equal to the lesser of eighteen months base salary and deferred compensation or payment of base salary and deferred compensation through the remainder of the term. If his employment is terminated by us for Cause or by Mr. Bramanti without Good Reason, he is entitled to all accrued compensation and benefits through the date of termination. Mr. Bramanti's employment agreement also contains a provision under which he is to provide consulting services for six months after the termination of the agreement on December 31, 2010 for the sum of \$300,000. If the agreement is terminated, Mr. Bramanti has agreed to certain provisions relating to non-competition, confidentiality and non-solicitation of customers and employees.

Item 9.01 Financial Statements and Exhibits

| No. | Exhibit |
|------------|---|
| 10.1 | Employment Agreement effective January 1, 2007 between HCC Insurance Holdings, Inc. and Frank J. Bramanti |

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.

HCC INSURANCE HOLDINGS, INC.

Date: April 13, 2007

By: /s/ Frank J. Bramanti
Frank J. Bramanti,
Chief Executive Officer

EXHIBIT INDEX

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