

STEWART INFORMATION SERVICES CORP

Form 8-K

January 22, 2013

**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

January 17, 2013

Date of Report (Date of earliest event reported)

**STEWART INFORMATION SERVICES CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction)

001-02658  
(Commission)

74-1677330  
(IRS Employer)

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(State of incorporation)

(File Number)

(Identification No.)

**1980 Post Oak Blvd.**

**Houston, Texas**  
(Address of principal executive offices)

**77056**  
(Zip Code)

**Registrant's telephone number, including area code: 713-625-8100**

**N/A**

(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))

**Item 3.02. Unregistered Sales of Equity Securities.**

On January 17, 2013, Stewart Information Services Corporation (the Company) entered into an exchange agreement with an existing holder of the Company's 6.00% Convertible Senior Notes due 2014 (the Notes) whereby the Company agreed to issue 1,006,711 shares of the Company's common stock, par value \$1.00 per share (Common Stock), and deliver cash for any accrued but unpaid interest on the Notes, in exchange for \$12.3 million principal amount of Notes held by such holder. The transaction contemplated by the exchange agreement is scheduled to close on January 23, 2013. Following such exchange, an aggregate of approximately \$52.7 million principal amount of the Notes will remain outstanding.

The issuance of Common Stock in connection with the exchange agreement will be made pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended (the Securities Act), contained in Section 3(a)(9) of the Securities Act, on the basis that the exchange constitutes an exchange with an existing holder exclusively where no commission or other remuneration is paid or given directly or indirectly for soliciting such exchange. The Company may, from time to time, conduct exchanges for additional Notes.

This current report on Form 8-K does not constitute an offer to exchange the Notes or other securities of the Company for Common Stock or other securities of the Company.

**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.

Date: January 22, 2013

**STEWART INFORMATION SERVICES CORPORATION**

By: /s/ J. Allen Berryman  
*(J. Allen Berryman, Executive Vice President,*

*Secretary, Treasurer and Principal*

*Financial Officer)*