

MERCURY GENERAL CORP
Form 8-K
October 29, 2018

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): October 29, 2018

MERCURY GENERAL CORPORATION

(Exact Name of Registrant as Specified in Charter)

California **001-12257** **95-221-1612**
(State or Other Jurisdiction of (Commission (I.R.S. Employer

Incorporation) File Number) Identification No.)

4484 Wilshire Boulevard
Los Angeles, California 90010
(Address of Principal Executive Offices)

(323) 937-1060

(Registrant's telephone number, including area code)

Not applicable

(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 240.14.a-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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition

The following information is furnished pursuant to Item 2.02, “Results of Operations and Financial Condition,” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information, including Exhibit 99.1, shall not be incorporated by reference into any filing of Mercury General Corporation (the “Company”), whether made before or after the date hereof, regardless of any general incorporation language in such filing.

On October 29, 2018, the Company issued a press release announcing its financial results for the third quarter ended September 30, 2018. A copy of the press release is attached hereto as Exhibit 99.1.

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

On October 26, 2018, the Board of Directors of the Company (the “Board”) appointed Ramona Capello and George Braunegg as directors of the Company. Additionally, Ms. Capello was appointed to the Audit Committee and the Compensation Committee of the Board of Directors and Mr. Braunegg was appointed to the Compensation Committee and the Investment Committee of the Board of Directors.

As members of the Board, Ms. Capello and Mr. Braunegg are eligible to participate in the Company’s director compensation program, pursuant to which each member of the Board receives a quarterly retainer equal to \$6,000 and a per meeting fee equal to \$6,000 for each meeting attended in person or telephonically lasting more than one hour and \$500 for each meeting attended in person or telephonically lasting less than one hour, as well as reimbursement for their out-of-pocket expenses incurred in attending such meetings. In addition, as a member of the Audit Committee, Ms. Capello is eligible to receive \$3,000 for each Audit Committee meeting attended in person or telephonically. As members of the Compensation Committee, Ms. Capello and Mr. Braunegg are eligible to receive \$1,500 for each Compensation Committee meeting attended in person or telephonically. As a member of the Investment Committee, Mr. Braunegg is eligible to receive \$2,000 for each Investment Committee meeting attended in person or telephonically.

There are no other understandings or arrangements between Ms. Capello or Mr. Braunegg or any other person and the Company or any of its subsidiaries pursuant to which Ms. Capello or Mr. Braunegg was appointed to serve as a director of the Company. There are no transactions between any of Ms. Capello and Mr. Braunegg or any of their respective immediate family members and the Company or any of its subsidiaries that would be required to be reported under Item 4.04(a) of Regulation S-K.

Item 9.01.

Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release, dated October 29, 2018, issued by Mercury General Corporation, furnished pursuant to Item 2.02 of Form 8-K.

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.

MERCURY GENERAL CORPORATION

Date: October 29, 2018

By: /s/ Theodore R. Stalick

Name: Theodore R. Stalick

Its: Senior Vice President and Chief Financial Officer