

SAFETY INSURANCE GROUP INC
Form DEF 14A
April 22, 2014

Use these links to rapidly review the document

[Table of Contents](#)

[Table of Contents](#)

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

SCHEDULE 14A

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 under §240.14a-12

SAFETY INSURANCE GROUP, INC.

(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):

Edgar Filing: SAFETY INSURANCE GROUP INC - Form DEF 14A

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o 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:

SAFETY INSURANCE GROUP, INC.

20 Custom House Street, Boston, Massachusetts 02110

April 16, 2014

To Our Shareholders:

I am pleased to invite you to attend the 2014 Annual Meeting of Shareholders of Safety Insurance Group, Inc., which will be held at 10:00 a.m. on Friday, May 23, 2014, at our headquarters, 20 Custom House Street, Boston, Massachusetts 02110.

The accompanying Notice of the Annual Meeting of Shareholders and Proxy Statement describe in detail the matters to be acted on at this year's Annual Meeting.

If you plan to attend the meeting, please bring a form of personal identification with you and, if you are acting as proxy for another shareholder, please bring written confirmation from the shareholder for whom you are acting as proxy.

Whether or not you expect to attend the meeting, please sign and return the enclosed Proxy Card in the envelope provided. Your cooperation will assure that your shares are voted and will also greatly assist our officers in preparing for the meeting. If you attend the meeting, you may withdraw any proxy previously given and vote your shares in person if you so desire.

Sincerely,

DAVID F. BRUSSARD
*President, Chief Executive Officer,
and Chairman of the Board*

Table of Contents

SAFETY INSURANCE GROUP, INC.

20 Custom House Street, Boston, Massachusetts 02110

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 23, 2014**

April 16, 2014

To Our Shareholders:

The 2014 Annual Meeting of Shareholders of Safety Insurance Group, Inc. (the "Company") will be held on Friday, May 23, 2014 at 10:00 a.m., local time, at our headquarters, 20 Custom House Street, Boston, Massachusetts 02110. At this meeting, you will be asked to consider and vote upon the following:

1. a proposal to elect two of the Company's directors to Class III with a term ending 2017;
2. to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014;
3. to provide an advisory vote on the compensation of the named executive officers as disclosed in this Proxy Statement; and
4. the transaction of such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed April 1, 2014 as the Record Date for determining the shareholders of the Company entitled to notice of and to vote at the 2014 Annual Meeting and any adjournment thereof. The Company's 2013 Annual Report to Shareholders is enclosed with the mailing of this Notice of Annual Meeting of Shareholders, Proxy Statement and Proxy Card.

We urge you to attend and to participate at the meeting, no matter how many shares you own. Even if you do not expect to attend the meeting personally, we urge you to please vote, and then sign, date and return the enclosed Proxy Card in the postpaid envelope provided.

By Order of the Board of Directors,

WILLIAM J. BEGLEY, JR.
Vice President, Chief Financial Officer and Secretary

**Important Notice Regarding the Availability of Proxy Materials for
Our Annual Meeting of Shareholders to Be Held on May 23, 2014**

The accompanying Proxy Statement and our 2013 Annual Report to Our Shareholders are available for viewing, printing and downloading at <http://materials.proxyvote.com/78648T>.

Table of Contents

Table of Contents

	Page
<u>GENERAL INFORMATION</u>	<u>1</u>
<u>PROPOSAL 1: ELECTION OF THE COMPANY'S DIRECTORS</u>	<u>3</u>
<u>PROPOSAL 2: RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014</u>	<u>8</u>
<u>PROPOSAL 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	<u>10</u>
<u>EXECUTIVE OFFICERS</u>	<u>11</u>
<u>EXECUTIVE COMPENSATION</u>	<u>13</u>
<u>Compensation Discussion and Analysis</u>	<u>13</u>
<u>Compensation Committee Report</u>	<u>22</u>
<u>Summary Compensation Table</u>	<u>23</u>
<u>Grants of Plan-Based Awards</u>	<u>25</u>
<u>Outstanding Equity Awards at Fiscal Year-End</u>	<u>28</u>
<u>Options Exercises and Stock Vested</u>	<u>29</u>
<u>Nonqualified Deferred Compensation</u>	<u>29</u>
<u>Potential Payments Upon Termination or Change in Control</u>	<u>30</u>
<u>Compensation Policies and Practices as They Relate to the Company's Risk Management</u>	<u>33</u>
<u>DIRECTOR COMPENSATION</u>	<u>34</u>
<u>REPORT OF THE AUDIT COMMITTEE</u>	<u>35</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, DIRECTORS AND MANAGEMENT</u>	<u>36</u>
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>37</u>
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	<u>37</u>
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	<u>38</u>
<u>OTHER MATTERS</u>	<u>39</u>
<u>APPENDIX A AUDIT COMMITTEE CHARTER</u>	<u>A-1</u>
<u>APPENDIX B COMPENSATION COMMITTEE CHARTER</u>	<u>B-1</u>
<u>APPENDIX C NOMINATING AND GOVERNANCE COMMITTEE CHARTER</u>	<u>C-1</u>

Table of Contents

SAFETY INSURANCE GROUP, INC.

20 Custom House Street, Boston, Massachusetts 02110

**PROXY STATEMENT
FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 23, 2014**

GENERAL INFORMATION

This Proxy Statement is being furnished in connection with the solicitation of proxies on behalf of the Board of Directors (the "Board") of Safety Insurance Group, Inc. (the "Company" or "Safety") for the 2014 Annual Meeting of Shareholders to be held on May 23, 2014 at 10:00 a.m. at the Company's headquarters located at 20 Custom House Street, Boston, Massachusetts 02110 (the "2014 Annual Meeting").

The record date for determining shareholders entitled to vote at the 2014 Annual Meeting has been fixed at the close of business on April 1, 2014 (the "Record Date"). As of the Record Date, 15,467,324 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), were outstanding and entitled to be voted. Every shareholder will be entitled to one vote for each share of Common Stock recorded in his or her name on the Company's books as of the Record Date. The Company mailed this Proxy Statement and the related form of proxy (the "Proxy") on or about April 16, 2014.

With respect to Proposal 1, Election of the Company's Directors, the shares of Common Stock represented by the enclosed Proxy will be voted as directed by the shareholder or, in the absence of such direction, in favor of the election of the nominees for director designated herein. So long as a quorum (a majority of issued and outstanding shares of Common Stock entitled to vote at the 2014 Annual Meeting) is present at the 2014 Annual Meeting either in person or by proxy, a plurality of the votes properly cast is required to elect each director. Votes withheld from a director nominee, abstentions and broker non-votes (when a registered broker holding a customer's shares in the name of the broker has not received voting instructions on a matter from the customer and is barred from exercising discretionary authority to vote on the matter, which the broker indicates on the Proxy Card) will be treated as present at the 2014 Annual Meeting for the purpose of determining a quorum but will not be counted as votes cast. **Please note that Brokers may not vote your shares on Proposals 1 or 3 without your specific instructions. Please be sure to give specific voting instructions to your broker, so that your vote can be counted.**

With respect to Proposal 2, Ratification of Appointment of Independent Registered Public Accounting Firm, an affirmative vote of a majority of the shares present or represented and entitled to vote on such proposal is required for approval. Abstentions are included in the number of shares present or represented and entitled to vote on the proposal and therefore have the practical effect of a vote against the proposal.

With respect to Proposal 3, Advisory Vote on Executive Compensation, an affirmative vote of a majority of the shares present or represented and entitled to vote on such proposal is required for approval (on a non-binding, advisory basis). Abstentions are included in the number of shares present or represented and entitled to vote on the proposal and therefore have the practical effect of a vote against the proposal. Your vote is advisory and will not be binding upon the Company, the Board of

Table of Contents

Directors, or the Compensation Committee. However, the Board of Directors and the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

The enclosed Proxy confers discretionary authority with respect to any other proposals that may properly be brought before the 2014 Annual Meeting. As of the date hereof, management is not aware of any other matters to be presented for action at the 2014 Annual Meeting. If any other matters properly come before the 2014 Annual Meeting, however, the Proxies solicited hereby will be voted in accordance with the recommendation of the Board.

Any shareholder giving a Proxy may revoke it at any time before it is exercised by delivering written notice thereof to the Secretary. Any shareholder attending the 2014 Annual Meeting may vote in person whether or not the shareholder has previously filed a Proxy. Presence at the 2014 Annual Meeting by a shareholder who has signed a Proxy, however, does not in itself revoke the Proxy. The enclosed Proxy is being solicited by the Board. The cost of soliciting Proxies will be borne by the Company, and will consist primarily of preparing and mailing the Proxies and Proxy Statements. The Company will also request persons, firms and corporations holding shares of Common Stock in their names, or in the names of their nominees, which shares are beneficially owned by others, to send this Proxy material to and obtain Proxies from such beneficial owners and will reimburse such holders for their reasonable expenses in so doing.

The Company's Annual Report to Shareholders for the fiscal year ended December 31, 2013, including financial statements and the report of the Company's independent registered public accounting firm, PricewaterhouseCoopers LLP, thereon, accompanies this Proxy Statement. The Annual Report to Shareholders is neither a part of this Proxy Statement nor incorporated herein by reference.

Table of Contents**PROPOSAL 1****ELECTION OF THE COMPANY'S DIRECTORS**

The Board has five members and consists of three classes. Each class serves three years, with terms of office of the respective classes expiring in successive years.

Each of the two Directors, whose term expires at this year's 2014 Annual Meeting, David F. Brussard and A. Richard Caputo, Jr., has been nominated for re-election to a three-year term ending at the 2017 Annual Meeting of Shareholders and until a successor, if any, is elected and duly qualified. The remaining three directors will continue to serve in accordance with their terms. **THE BOARD RECOMMENDS A VOTE FOR PROPOSAL 1 WHICH CALLS FOR THE ELECTION OF THE 2014 NOMINEES.**

Name	Age **	Director Since
Class III Term ending in 2017 *		
David F. Brussard, Chairman of the Board (4)	62	2001
A. Richard Caputo, Jr. (4C)	48	2001
Class II Term ending in 2016		
Frederic H. Lindeberg (1)(2)(3C)	73	2004
Class I Term ending in 2015		
Peter J. Manning (1C)(2)(3)	75	2003
David K. McKown (1)(2C)(3)	76	2002

* Nominated at the 2014 Annual Meeting to a term ending in 2017.

** As of April 1, 2014.

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

(3) Member of the Nominating and Governance Committee.

(4) Member of the Investment Committee.

(C) Chairman of the Committee referenced.

The following information with respect to the principal occupation, business experience, recent business activities involving the Company and other affiliations of the nominees and directors has been furnished to the Company by the nominees and directors.

Nominees for Director

David F. Brussard was appointed Chairman of the Board in March 2004 and President and Chief Executive Officer ("CEO") in June 2001. Mr. Brussard has served as a Director of the Company since October 2001. Since January 1999, Mr. Brussard has been the CEO and President of our insurance subsidiaries. Previously, Mr. Brussard served as Executive Vice President of our insurance subsidiaries from 1985 to 1999 and as Chief Financial Officer and Treasurer of our insurance subsidiaries from 1979 to 1999. Mr. Brussard has been employed by one or more of our subsidiaries for over 37 years.

Mr. Brussard is Chairman of the Governing Committee and a member of the Budget Committee, Executive Committee, and Nominating Committee of the Automobile Insurers Bureau of Massachusetts. Mr. Brussard is also on the Board of Trustees of the Insurance Library

Edgar Filing: SAFETY INSURANCE GROUP INC - Form DEF 14A

Association of Boston. Based upon Mr. Brussard's significant experience with the insurance industry and his leadership roles in the Company and our insurance subsidiaries since inception, as well as his understanding of the

Table of Contents

financial, regulatory, corporate governance and other matters affecting public companies, we believe that Mr. Brussard is qualified to serve as Chairman of our Board.

A. *Richard Caputo, Jr.* has served as a director of the Company since June 2001. Mr. Caputo is a Managing Partner and Co-Chief Executive Officer of The Jordan Company, a private investment firm, which he has been with since 1990. Mr. Caputo is also a director of various privately held companies. From November 2004 to December 2013, Mr. Caputo also served as a director of TAL International Group, Inc. Mr. Caputo's professional experience with The Jordan Company and its affiliated entities for over 23 years, as well as his particular knowledge of capital markets, corporate finance, and strategic planning, enables him to provide valuable insight and advice regarding investing decisions and other matters of import to the Company, and we believe qualify him to serve on our Board and to chair our Investment Committee.

Directors Continuing in Office

Frederic H. Lindeberg has served as a director of the Company since August 2004. Mr. Lindeberg has had a consulting practice providing taxation, management and investment counsel since 1991, focusing on finance, real estate, manufacturing and retail industries. Mr. Lindeberg retired in 1991 as Partner-In-Charge of various KPMG tax offices, after 24 years of service where he provided both accounting and tax counsel to various clients. Mr. Lindeberg is an attorney and certified public accountant. Mr. Lindeberg was formerly an adjunct professor at Penn State Graduate School of Business. Mr. Lindeberg is currently a director of TAL International Group, Inc. We believe that Mr. Lindeberg's particular knowledge and experience in a variety of areas, including financial, regulatory, corporate governance and other matters affecting public companies, qualify him to serve on our Board and as Chairman of the Nominating and Governance Committee.

Peter J. Manning has served as a director of the Company since September 2003. Mr. Manning retired in 2003 as Vice Chairman, Strategic Business Development of FleetBoston Financial after 31 years with FleetBoston Financial Corporation (formerly BankBoston) where he also held the positions of Comptroller and Executive Vice President and Chief Financial Officer. Mr. Manning started his career with Coopers & Lybrand in 1962 prior to his 1972 employment with BankBoston. He currently is a director of the Blue Hills Bank and the non-profit Campaign for Catholic Schools and is a former director of Thermo Fisher Scientific and the Lahey Clinic. Mr. Manning qualifies as an "Audit Committee Financial Expert" as defined by the U.S. Securities and Exchange Committee rules. We believe that Mr. Manning's many years of experience in finance and accounting in the banking industry provide him with the necessary qualifications to be a director of the Company and Chairman of our Audit Committee.

David K. McKown has served as a director of the Company since November 2002. Mr. McKown has been a Senior Advisor to Eaton Vance Management since 2000, focusing on business origination in real estate and asset-based loans. Mr. McKown retired in March 2000 having served as a Group Executive with BankBoston since 1993, where he focused on acquisitions and high-yield bank debt financings. Mr. McKown has been in the banking industry for 53 years, worked for BankBoston for over 32 years and had previously been the head of BankBoston's real estate department, corporate finance department, and a managing director of BankBoston's private equity unit. Mr. McKown is currently a director of Global Partners L.P., Newcastle Investment Corp., and various privately held companies. We believe that Mr. McKown's extensive accounting, financial structuring, legal, and negotiation skills acquired during his many years in the banking industry provide him with the necessary skills to be a director of the Company and Chairman of our Compensation Committee.

Table of Contents

Certain Information Regarding the Board of Directors

Meetings of the Board of Directors

During 2013, the following meetings of the Board were held: five meetings of the Board, four meetings of the Audit Committee, three meetings of the Compensation Committee, two meetings of the Nominating and Governance Committee and four meetings of the Investment Committee. All of the incumbent Directors attended at least 75% of the Board and committee meetings held while they were members during 2013. At each quarterly meeting of the Board, the outside directors hold an executive session without management present.

Board Leadership Structure

The positions of Chairman of the Board and Chief Executive Officer are held by Mr. Brussard. In these roles, Mr. Brussard has general charge, supervision, and control of the business and affairs of the Company, and is responsible generally for assuring that policy decisions of the Board are implemented as adopted. As the Chairman of the Board, Mr. Brussard provides leadership to the Board and works with the Board to define its structure and activities in the fulfillment of its responsibilities. The Company does not have a lead independent director. Given the small size of its Board, the fact that all of its directors other than Mr. Brussard are independent, and the fact that all of its four independent directors are actively engaged in Board matters, the Board does not believe that it is necessary to designate one director to this role.

We believe this Board leadership structure is appropriate for the Company, in that the combined role of Chairman of the Board and Chief Executive Officer promotes unified leadership and direction, allowing for a single, clear focus for management to execute the Company's strategy and business plan while contributing to a more efficient and effective Board. The Board also believes that the Company's strong performance under Mr. Brussard, especially in light of recent industry challenges, demonstrates the effectiveness of its leadership approach.

Risk Oversight

The Board has an active role, as a whole and also at the committee level, in overseeing management of the Company's risks. The Board regularly reviews information regarding the Company's strategic, financial and operational risks. The Company's Compensation Committee oversees the management of risks relating to the Company's compensation policies and practices. The Audit Committee oversees the management of risks associated with accounting, auditing, financial reporting and internal controls over financial reporting. The Audit Committee is responsible for reviewing and discussing the guidelines and policies governing the process by which senior management and the internal auditing department assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. The Nominating and Corporate Governance Committee oversees risks associated with the independence of the Board of Directors. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about such risks.

Independent Directors

The Board has determined that Frederic H. Lindeberg, Peter J. Manning, David K. McKown, and A. Richard Caputo, Jr. are "independent directors" as determined pursuant to the Marketplace Rules promulgated by the National Association of Securities Dealers, Inc. (the "NASDAQ Marketplace Rules") and the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC").

Table of Contents

Board Committees

The Audit Committee is comprised of Peter J. Manning (Chairman), Frederic H. Lindeberg, and David K. McKown (the "Audit Committee"). The Board has determined that Peter J. Manning is an "Audit Committee Financial Expert" as established by the rules and regulations of the SEC. The Audit Committee meets at least quarterly and at each quarterly meeting meets with the independent auditors in an executive session without management present. For information regarding the functions performed by the Audit Committee, please refer to the *Report of the Audit Committee* included in this Proxy Statement, as well as the Charter of the Audit Committee, attached hereto in Appendix A to this Proxy Statement.

The Compensation Committee is comprised of David K. McKown (Chairman), Frederic H. Lindeberg, and Peter J. Manning (the "Compensation Committee"). For information regarding the functions performed by the Compensation Committee, please refer to the *Compensation Discussion and Analysis* and the *Compensation Committee Report* included in this Proxy Statement, as well as the Charter of the Compensation Committee, attached hereto in Appendix B to this Proxy Statement.

The Nominating and Governance Committee is comprised of Frederic H. Lindeberg (Chairman), Peter J. Manning, and David K. McKown (the "Nominating and Governance Committee"). For information regarding the functions performed by the Nominating and Governance Committee, please refer to the Charter of the Nominating and Governance Committee, attached hereto in Appendix C to this Proxy Statement.

The Investment Committee is comprised of A. Richard Caputo, Jr. (Chairman), David F. Brussard and William J. Begley, Jr., the Company's Chief Financial Officer (the "Investment Committee"). The Investment Committee reviews and evaluates, as may be appropriate, information relating to the Company's invested assets and its investment policies, strategies, objectives and activities.

Nominating and Governance Committee Policies

Pursuant to the Charter of the Nominating and Governance Committee, attached hereto in Appendix C to this Proxy Statement, the Nominating and Governance Committee has developed the following policies and procedures related to the nomination process for directors of the Company and the means by which shareholders may communicate with the Board.

Shareholder Recommendations for Director-Nominees

The Nominating and Governance Committee will consider recommendations from shareholders as to candidates to be nominated for election to the Board. A shareholder wishing to submit such a recommendation should send a letter to the Secretary of the Company at Safety Insurance Group, Inc., 20 Custom House Street, Boston, Massachusetts 02110, who will forward such recommendations to the Chairman of the Nominating and Governance Committee. Recommendations must be in writing and should include the candidate's name and qualifications for Board membership. This policy is not intended to replace the provisions in the Company's bylaws related to shareholder nominations for director, but rather addresses the Nominating and Governance Committee's position on recommendations from shareholders for potential director-nominees. Shareholders wishing to nominate persons for director must comply with the Company's bylaws and any applicable rules of the SEC.

Director-Nominee Evaluation Process

The Nominating and Governance Committee intends to utilize a variety of methods for identifying and evaluating nominees for director. The Nominating and Governance Committee will regularly assess the appropriate size of the Board, and whether any vacancies are expected due to retirement or otherwise. In the event that vacancies arise, the Nominating and Governance Committee will consider

Table of Contents

various potential candidates for director. Candidates may come to the attention of the Nominating and Governance Committee through current Board members, professional search firms, shareholders, or other persons. In evaluating candidates, the Nominating and Governance Committee seeks to achieve a balance of knowledge, experience, and capability on the Board.

Shareholder Communications to the Board

Shareholders may communicate directly with any member of the Board or the entire Board by sending correspondence to the Office of Investor Relations, Safety Insurance Group, Inc., 20 Custom House Street, Boston Massachusetts 02110, or emailing InvestorRelations@SafetyInsurance.com. Any such correspondence must contain a clear notation indicating that it is a "Shareholder-Director Communication," and must indicate whether the intended recipients are all members of the Board or certain specified individual directors. The Office of Investor Relations will make copies of all such correspondence and circulate them to the appropriate director or directors.

Director Attendance at Annual Meetings

Directors are encouraged but not required to attend the Company's Annual Meetings. One director attended last year's annual meeting.

Minimum Qualifications for Directors

In addition to the preceding policies and procedures adopted by the Nominating and Governance Committee, at the direction of the Board, the Board and Nominating and Governance Committee continue to evaluate their position on establishing minimum qualifications for directors. The Board seeks members with diverse business and professional backgrounds and outstanding integrity, judgment, and such other skills and experiences as will enhance the Board's ability to best serve the interest of the Company. Although the Board does not have a formal diversity policy, among the matters reviewed are the candidate's integrity, maturity and judgment, experience, collegiality, expertise, diversity, commitment and independence. The Board has not approved any criteria for nominees for director and believes that establishing such criteria is best left to an evaluation of the needs of the Company at the time the nomination is to be considered. Similarly, the Nominating and Governance Committee has not identified specific, minimum qualifications for director nominees or any specific qualities or skills that it believes are necessary for one or more of our directors to possess.

Table of Contents

PROPOSAL 2

**RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP
AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014**

The Audit Committee of the Board selected PricewaterhouseCoopers LLP ("PwC") to continue as the Company's independent registered public accounting firm for 2014. PwC is the Company's independent registered public accounting firm for the most recently completed fiscal year ended December 31, 2013. A representative of PwC is expected to be present at the 2014 Annual Meeting. The representative will have an opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions from shareholders.

Ratification of PwC as our independent registered public accounting firm for the fiscal year ending December 31, 2014 requires the affirmative vote of the holders of a majority of the shares of Common Stock present in person or represented by proxy and entitled to vote. **THE BOARD RECOMMENDS A VOTE FOR PROPOSAL 2 WHICH CALLS FOR THE RATIFICATION OF THE APPOINTMENT OF PWC.**

If our shareholders do not ratify the selection of PwC, the appointment of the independent registered public accounting firm will be reconsidered by our Audit Committee. Even if the selection is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interests of the Company and its shareholders.

Audit Fees Billed for Services Performed Related to 2013 and 2012 Services

Audit Fees

Aggregate fees billed were \$888,860 and \$861,000 for 2013 and 2012, respectively. The fees in this category are for professional services rendered in connection with the audits of the Company's annual financial statements, including the Company's internal control over financial reporting, set forth in the Company's Annual Report on Form 10-K, the review of the Company's quarterly financial statements set forth in its Quarterly Reports on Form 10-Q, and the performance of other services that generally only the Company's independent registered public accounting firm can provide, such as consents.

Audit-Related Fees

Aggregate fees billed were \$34,850 and \$34,000 for 2013 and 2012, respectively. The fees in this category were for professional services rendered in connection with the employee benefit plan audit.

Tax Fees

Aggregate fees billed were \$65,893 and \$52,000 for 2013 and 2012, respectively. The fees in this category were for professional services rendered in connection with tax compliance and tax consulting services.

All Other Fees

Aggregate fees billed were \$1,800 for both 2013 and 2012, respectively. The 2013 and 2012 fees in this category were solely for the Company's licensing of PwC proprietary research tools.

The Audit Committee has considered and determined that the provision of non-audit services provided in 2013 and 2012 are compatible with maintaining PwC's independence.

Table of Contents

Audit Committee's Pre-Approval Policies and Procedures

Our Audit Committee has established a policy that all audit and permissible non-audit services provided by the independent auditors will be pre-approved by the Audit Committee. These services may include audit services, audit-related services, tax services and other services. The Audit Committee considers whether the provision of each non-audit service is compatible with maintaining the independence of the Company's auditors. Pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent auditors and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. During fiscal years 2013 and 2012, all audit services and all non-audit services provided to the Company by PwC were pre-approved in accordance with the Audit Committee's pre-approval policies and procedures described above.

Table of Contents

PROPOSAL 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Board adopted the shareholders' recommendation at the 2011 Annual Meeting and elected to hold a shareholder vote on "say-on-pay" annually. Accordingly, in this Proposal 3, the Company again this year seeks your vote on the following advisory resolution:

"RESOLVED, that the shareholders of the Company approve, on a non-binding advisory basis, the compensation of the Company's Named Executive Officers listed in the 2013 Summary Compensation Table included in the Proxy Statement for the 2014 Annual Meeting, as such compensation is disclosed pursuant to the disclosure rules of the Securities and Exchange Commission, including the section titled *Compensation Discussion and Analysis* as well as the compensation tables and other narrative executive compensation disclosures thereafter."

Our goal for the Company's executive compensation program is to attract, motivate and retain a talented, dedicated and knowledgeable team of executives who will provide leadership for the Company's success in competitive markets. We seek to accomplish this goal in a way that rewards performance and is strongly aligned with our shareholders' long-term interests.

The Company, the Board of Directors, and the Compensation Committee remain committed to the compensation philosophy, policies and objectives outlined under the heading *Compensation Discussion and Analysis* in the Proxy Statement. We are committed to paying for performance and making sure our decisions align with the long-term interests of Safety and its shareholders. Since our November 22, 2002 Initial Public Offering through December 31, 2013, Safety has delivered a total of 547% in total return to our shareholders, well above the major indexes and our property-casualty insurance peers. As always, the Board of Directors and the Compensation Committee will continue to review all elements of the executive compensation program and take any steps they deem necessary to continue to fulfill the objectives of the program.

Shareholders are encouraged to carefully review the *Compensation Discussion and Analysis* section, the compensation tables and other narrative discussion in the Proxy Statement which discuss in detail our compensation policies and procedures and our compensation philosophy.

Because your vote is advisory, it will not be binding upon the Company, the Board of Directors, or the Compensation Committee. However, the Board of Directors and the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

THE BOARD RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE RESOLUTION ABOVE APPROVING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.

Table of Contents**EXECUTIVE OFFICERS****Occupations of Executive Officers**

The table below sets forth certain information concerning our executive officers as of the date of this Proxy Statement.

Name	Age (1)	Position	Years Employed by Safety
David F. Brussard	62	President, Chief Executive Officer and Chairman of the Board	38
William J. Begley, Jr.	59	Vice President, Chief Financial Officer and Secretary	28
James D. Berry	54	Vice President Insurance Operations	32
George M. Murphy	47	Vice President Marketing	25
Paul J. Narciso	50	Vice President Claims	24
David E. Krupa	53	Vice President Claims Operations	31
Daniel D. Loranger	74	Vice President Management Information Systems and Chief Information Officer	33
Edward N. Patrick, Jr.	65	Vice President Underwriting	40

(1) As of April 1, 2014.

David F. Brussard. For information regarding Mr. Brussard, refer above to "Nominees for Director."

William J. Begley, Jr. was appointed Chief Financial Officer, Vice President and Secretary of the Company on March 4, 2002. Since January 1999, Mr. Begley has been the Chief Financial Officer and Treasurer of our insurance subsidiaries. Previously, Mr. Begley served as Assistant Controller of our insurance subsidiaries from 1985 to 1987, as Controller from 1987 to 1990 and as Assistant Vice President/Controller from 1990 to 1999. Mr. Begley has been employed by our insurance subsidiaries for over 28 years. Mr. Begley also serves on the Audit Committee of Guaranty Fund Management Services and is a member of the Board of Directors of the Massachusetts Insurers Insolvency Fund.

James D. Berry, CPCU, was appointed Vice President of Insurance Operations of the Company on October 1, 2005. Mr. Berry has been employed by our insurance subsidiaries for over 32 years and has directed the Company's Massachusetts Private Passenger line of business since 2001. Mr. Berry represents the Company on the Computer Sciences Corporation Series II and Exceed advisory councils. He is also a member of the Lexis-Nexis Leadership Panel.

George M. Murphy, CPCU, was appointed Vice President of Marketing on October 1, 2005. Mr. Murphy has been employed by our insurance subsidiaries for over 25 years and most recently served as Director of Marketing.

Paul J. Narciso was appointed Vice President of Casualty Claims of the Company on August 5, 2013. Mr. Narciso has held various adjusting and claims management positions with the Company since 1990. Mr. Narciso has 26 years of claim experience having worked at two national carriers prior to joining Safety. He currently serves on the Governing Board of the Massachusetts Insurance Fraud Bureau.

David E. Krupa, CPCU, was appointed Vice President of Property Claims of the Company on March 4, 2002. Mr. Krupa has served as Vice President of Claims of our insurance subsidiaries since July 1990 and has been employed by our insurance subsidiaries for over 31 years. Mr. Krupa was first employed by the Company in 1982 and held a series of management positions in the Claims Department before being appointed Vice President in 1990. Mr. Krupa is a member of the Auto

Table of Contents

Damage Appraisers Licensing Board of Massachusetts. In addition, Mr. Krupa has been a member of several claims committees both at the Automobile Insurers Bureau of Massachusetts and Commonwealth Automobile Reinsurers ("CAR").

Daniel D. Loranger was appointed Vice President of Management Information Systems of the Company on March 4, 2002. Mr. Loranger has served as Vice President of Management Information Systems and Chief Information Officer of our insurance subsidiaries since 1980 and has been employed by our insurance subsidiaries for over 33 years. Mr. Loranger began his data processing career with Raytheon Manufacturing in 1960.

Edward N. Patrick, Jr. was appointed Vice President of Underwriting of the Company on March 4, 2002. Mr. Patrick has served as Vice President of Underwriting of our insurance subsidiaries since 1979 and as Secretary since 1999. He has been employed by one or more of our subsidiaries for over 40 years. Mr. Patrick has served on several committees of CAR, including the MAIP Steering, Actuarial, Market Review, Servicing Carrier, Statistical, Automation, Reinsurance and Operations Committees. Mr. Patrick is also on the Board of Directors of the Massachusetts Property Insurance Underwriting Association (FAIR Plan).

Table of Contents

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

Our compensation program objective is to attract and retain individuals key to our future success, to motivate and reward employees in achieving our business goals and to align the long-term interests of employees with those of our shareholders. We are committed to paying for performance and making sure our decisions align with long-term interests of Safety and its shareholders.

In this section, we discuss and analyze our compensation practices with respect to Messrs. Brussard, Begley, Loranger, Murphy, and Patrick, who are respectively, our Chief Executive Officer, Chief Financial Officer, and three other highest paid executives (collectively, our "Named Executive Officers").

Executive Summary

The purpose of this summary is to help our investors understand Safety's approach to executive compensation, specifically understanding what we pay our executives, how we pay them, and why. We are committed to paying for performance and making sure our decisions align with long-term interests of Safety and its shareholders.

The Compensation Committee (the "Committee") is responsible for executive compensation at Safety. The Committee is comprised entirely of independent directors. The Committee engages Pay Governance, a leading independent executive compensation consulting firm, to help guide them in implementing best pay practices and help ensure strong pay and performance alignment.

Based on our desire to further improve our pay and performance alignment, we made several key changes to our compensation structure for 2013.

We implemented a performance-based share program for 2013. It measures our performance over a three-year period and is specifically tied to total shareholder return ("TSR") (1) and combined ratio, which is a standard insurance industry profitability metric. We believe that implementing a performance-based share program in combination with our existing performance-based annual cash bonus will help ensure strong pay and performance alignment.

We eliminated excise tax gross-ups following a change of control and instituted "double trigger" vesting both which are considered shareholder-friendly features. In addition, we made some other changes to our pay practices that are highlighted later in this summary.

Long-term Performance

Below are some highlights of our long-term performance.

Strong absolute and relative TSR over 1, 3 and 5-year periods

TSR of 547% from our November 22, 2002 Initial Public Offering ("IPO") through December 31, 2013, well above the major indexes and our property-casualty insurance peers

(1) TSR = share price appreciation + dividends

Table of Contents

Steady book value per share growth in a challenging economic and low-interest rate environment (book value is a key metric for measuring intrinsic value at insurance companies)

Time Period *	TSR	Book Value	
		Per Share Growth	
1 year	28%	0%	
3 years	36%	4%	
5 years	88%	22%	

*

1 year represents year-over-year growth while 3 and 5 years represent cumulative growth (e.g., for 3 years represents growth from December 31, 2010 through December 31, 2013; for 5 years represents growth from December 31, 2008 through December 31, 2013)

2013 Accomplishments and CEO Pay

2013 was a very strong year for our Company as we achieved the following accomplishments:

Earnings per share ("EPS") grew 5.3% from \$3.80 to \$4.00 while earnings before income taxes ("EBIT") (2) grew by 7.6% from approximately \$81.5 million to \$87.7 million. The Compensation Committee believes that EBIT is an effective measure for assessing annual profitability and company performance it is the core metric used in the annual incentive plan under which cash bonus payouts are tied directly to EBIT.

Edgar Filing: SAFETY INSURANCE GROUP INC - Form DEF 14A

Direct written premiums, a proxy for revenue growth, increased by 5.1% from \$696.2 million to \$731.7 million.

Combined ratio, another measure of profitability, which is the sum of our loss and expense ratio, improved from 96.9% to 96.5%.

(2)

EBIT = Earnings before interest and taxes, also equal to net income plus interest and tax expense

Table of Contents

In addition, Safety was named to the 2013 Ward's 50 Top Performing Property-Casualty Insurers for the sixth straight year. Based on Ward's annual analysis of the U.S. property-casualty industry, Safety was recognized for achieving outstanding financial results in the areas of safety, consistency and performance over a five-year period (2008-2012).

As a result of our strong performance in 2013, our CEO, David Brussard, received actual Total Direct Compensation ("TDC") (3) of approximately \$2.9 million, which was essentially the same as the prior year. The Committee was confident that the 2013 compensation awards, and the performance-based measures established at the start of 2013 are a fair reflection of the year's achievements.

Say on Pay Results and Engagement with our Investors

Safety's Board of Directors takes its duty to the Company and its shareholders seriously. We strive to follow good process, apply our best judgment, and make the best decisions we can to make Safety an even stronger and more valuable company. Our ability to perform that role is greatly enhanced when we receive thoughtful and constructive feedback from our shareholders. In 2012, we did not receive strong say-on-pay support. As a result, we reached out to shareholders comprising over 50% of our outstanding shares and have had discussions with shareholders comprising 30% of our outstanding shares. In these discussions with our investors, we listened to any concerns they had about our executive compensation programs and discussed how our compensation program was evolving. Our shareholders responded very favorably to the changes in our executive compensation program and we received 99% support in our 2013 Say on Pay vote. We continue to welcome your input and feedback on our approach to executive compensation and these disclosure materials. We look forward to receiving your continued support on our upcoming say-on-pay vote.

Objectives of the Company's Compensation Program

The Committee is responsible for recommending to the Board compensation for the CEO and for determining the compensation of the other executive officers. The Committee acts pursuant to a charter that has been approved by the Board. The Committee bases its compensation policies and decisions on the following principles.

Compensation should be structured to allow us to motivate, retain and attract executive talent.

Compensation should be directly linked to the Company's and individual's performance as well as the individual's level of responsibility.

Compensation should be driven by our long-term financial performance and in doing so work to align the interests of management and shareholders.

Compensation should reflect the value of each officer's position in the marketplace and within the Company.

The Committee annually reviews executive performance and compensation, including base pay, annual cash incentives, and equity awards for our executives. The Committee considers specific recommendations regarding compensation for other executives from the CEO and reviews the CEO's annual assessment of other executives' performance. Our Committee makes a final determination of compensation amounts for our CEO and other executives with respect to each of the elements of the executive compensation program for actual compensation based on performance in the preceding year and target compensation for the current year.

(3) Total Direct Compensation (TDC) = Base salary + actual bonus + value of long-term incentive grants. TDC is a standard measure used for gauging annual compensation - it excludes the "All Other Compensation" column which typically includes benefits, so it is less than the "Total" column in the Summary Compensation Table (see page 24)

Table of Contents

Policies and Practices Related to the Company's Compensation Program

We strive to create an overall compensation package for each Named Executive Officer that satisfies these objectives, recognizing that certain elements of compensation are better suited to reflect different compensation objectives. Our primary goal is to provide strong performance-based total compensation plans that enable us to provide highly competitive compensation when our performance leads the peer group and industry.

Based on shareholder feedback and our desire to further improve our pay and performance alignment, the following changes were made in 2013:

Implemented a Performance-Based Share Program to further ensure strong pay and performance alignment.

As part of the long-term incentive ("LTI") program, executives are granted 55% of their overall LTI mix in the form of performance-based restricted shares, while the remaining 45% is in the form of time-based restricted shares. The performance share design has the following features: three-year performance measurement period tied to the Company's relative TSR versus its property-casualty insurance company peers (weighting of 40%) and Safety's three-year average combined ratio (weighting of 60%), which is a standard insurance industry profitability metric. The Committee believes that a three-year average combined ratio is a strong long-term proxy for performance, and used with relative TSR will ensure strong pay and performance alignment while ensuring sufficient line of sight for executives. Actual payouts can range from 0% to 200%, depending on actual performance. The TSR portion of the performance share design employs a shareholder friendly feature that caps payout to 100% of target if absolute TSR is negative (even though the Company might have exceeded target in the relative TSR metrics). These performance shares will cliff vest after the three-year performance period provided the performance measures are attained.

Eliminated excise tax gross-ups following a potential change of control.

Safety executives' employment agreements were amended in December 2012 and no longer include tax gross-ups for potential excise tax that might be incurred if a change of control were to occur.

Instituted "double trigger" rather than "single trigger" vesting acceleration in a potential change of control.

Effective for 2013 equity grant awards and beyond, equity grants will no longer automatically vest upon a change of control. For the vesting of shares to accelerate, the executive would need to be terminated and a change of control would have to occur.

Amended the equity plan to prohibit share recycling and repricing of stock options without advance approval of shareholders.

These changes are shareholder-friendly and consistent with best practice.

Amended executive employment agreements to eliminate the automatic renewal feature.

As automatic annual extensions of executive contracts are not considered a best practice, the Committee will formally review and potentially renew executive contracts on an annual basis. Safety's executives' employment agreements were amended accordingly in December 2012.

Instituted a "clawback" policy.

Our new recoupment policy provides that incentive compensation awarded to executives may be clawed back in the event of an accounting restatement during a three-year period in cases of material fraud, misstatement or misconduct.

Table of Contents

Implemented director stock ownership guidelines.

The Committee strongly believes that executives and directors should own shares in Safety. Our executives already have stock ownership guidelines, and their ownerships exceed the minimum requirement. The new policy requires that Directors own shares as well, having a value four times the annual cash retainer. All of our Directors currently meet the guideline, and the Company has a policy that Directors cannot sell any shares that were granted to them while being a member of the Board.

Compensation Consultant and Compensation Study

The Committee selected and directly engaged Pay Governance as its compensation consultant. Pay Governance receives compensation only for services related to executive compensation issues, and neither it nor any affiliate company provides any other services to the Company. Pay Governance reports directly to the Committee and is responsible for reviewing Committee materials, attending Committee meetings, assisting the Committee with program design and generally providing advice and counsel to the Committee as compensation issues arise. Based on the consideration of the various factors as set forth in the rules of the SEC, the Compensation Committee has determined that its relationship with Pay Governance and the work of Pay Governance on behalf of the Committee has not raised any conflict of interest.

As part of its review of the compensation of executive management at the Company, Pay Governance recommended and the Committee approved the following thirteen companies (consistent with the prior year) which comprise the Company's peer group for 2013 as follows:

Baldwin & Lyons, Inc.
Donegal Group, Inc.
EMC Insurance Group, Inc.
Employers Holdings, Inc.
Hallmark Financial Services, Inc.
Hanover Insurance Group, Inc.
Horace Mann Educators Corporation
Infinity Property & Casualty Corporation
Mercury General Corporation
National Interstate Corporation
Selective Insurance Group, Inc.
State Auto Financial Corporation
Tower Group, Inc.

Equity Grant Practices

The grant date of our equity awards is scheduled in advance and is based on the timing of the completion of our annual performance and compensation review process. We have not granted stock options to our Named Executive Officers since 2003 and none of our Named Executive Officers hold any Company stock options.

Stock Ownership Guidelines

We have stock ownership guidelines for our Named Executive Officers to help ensure alignment of our Named Executive Officers' interests with those of our shareholders. Stock ownership guidelines are set as a multiple of annual base salary divided by the current share price on the date of the annual evaluation. The multiple of annual base salary for the CEO is set at five, and for the remaining executive officers is set at three. All of our executive officers currently meet these guidelines. In 2013, we added to this policy to include our Directors, which requires them to have a value four times their

Table of Contents

annual cash retainer. All our Directors currently meet the guideline, and the Company has a policy that Directors cannot sell any shares that were granted to them while being a member of the Board. As part of our insider trading policy, our executives and directors are already subject to an anti-hedging policy that prohibits them from purchasing financial instruments that are designed to hedge or offset any fluctuations in the market value of the Company's equity securities they hold.

Elements of Executive Compensation

The Committee, after reviewing information provided by Pay Governance and with consideration to the changes identified above, determines what it believes to be the appropriate level for cash and non-cash compensation components. After receiving the results of the Pay Governance study and considering our compensation philosophy and the actual practices of the selected peer group, the Committee determined that the elements of targeted overall compensation for executive officers should include the following:

Pay at Risk

A significant percentage of each named executive's target total direct compensation is "pay at risk" through long-term equity awards and annual incentive awards that are linked to actual performance. The Committee believes that the executive pay at Safety should contain a high percentage of pay at risk consistent with our pay for performance philosophy. For example in 2013, Safety's CEO had 68% of his target pay at risk which was above that of peer CEOs according to the Pay Governance executive benchmarking report. The actual mix of compensation for 2013 for our CEO is shown in the chart below.

Base Salaries

Base salaries are generally targeted at the median (50th percentile) of peer group companies and reflect the roles, responsibilities and individual performance of the executives. In 2013, in accordance with the executive officers' employment contracts, salary increases were based on the change in cost of living for the Boston metropolitan market as reported by the U.S. Department of Labor statistics.

Table of Contents*Annual Cash Incentives*

The purpose of the Annual Performance Incentive Plan is to provide designated key executive employees with meaningful financial rewards for the accomplishment of our annual financial and strategic objectives. This annual cash incentive compensation award directly reflects the actual performance of the Company. This direct reflection of Company performance is illustrated by the 2013 awards, under which, as discussed below, performance results exceeded the target goal by greater than 150%, and accordingly, incentives were earned by and paid to our Named Executive Officers at the maximum payout for exceptional performance.

Under the Annual Performance Incentive Plan, once the threshold performance level (as defined by the Committee annually) has been achieved, the payouts may range from 50% to 150% of the target payout. In addition, Mr. Brussard's employment agreement with the Company provides for a minimum annual cash incentive award of not less than 35% of the total cash incentive awards paid in such year to officers who hold such positions entitled Vice President or higher.

The 2013 payout opportunity for our executive officers ranged as follows:

Position	% of Salary Payable		
	Threshold	Target	Maximum
Chief Executive Officer	40%	80%	120%
Other Executive Officers	30%	60%	90%

On or before the end of the first 90 days of each fiscal year, the Committee selects the participants to whom incentive awards are granted, establishes the target incentive awards, and establishes the performance objective or objectives that will determine the dollar amount available for these incentive awards. Performance objectives are based upon the relative or comparative achievement of one or more of the following criteria, as determined by the Committee: net income, EBIT, EPS, return on shareholders' equity, expense management, profitability of an identifiable business unit or product, ratio of claims to revenues, revenue growth, earnings growth, total shareholder return, cash flow, return on assets, operating income, net economic profit (operating earnings minus a charge for capital), customer satisfaction, agency satisfaction, employee satisfaction, quality of services, strategic innovation, or any combination of the foregoing.

For 2013, the financial measure established by the Committee was annual EBIT. Our Committee believes that EBIT provides an effective means of directly linking executive compensation to our shareholders' interests. EBIT is equal to our net income plus our interest expense and our income tax expense. The target goal for 2013 was \$42.2 million and was based on the average of the actual EBIT achievements for 2011 and 2012 on which the executives were paid bonuses. This means that if the actual EBIT achievement was above 150% of that year's target, the goal setting calculation uses the 150% achievement for determining the two-year average. This practice avoids penalizing the executives for over achievement and creating unachievable performance goals. The two-year average also enables us to set targets that provide for a reasonable time to adjust to factors that are out of the Company's control, such as changes in regulatory requirements or unusual weather occurrences. Once the target goal is set, the range of performance is 50% (threshold) to 150% (exceptional) of this target, and the payouts are based on achievement relative to the goal. The Committee prorates the payouts within this range to correspond to the actual performance.

For 2013, our actual financial performance of \$87.7 million was 208% of our \$42.2 million target EBIT and this resulted in a 150% of target payout. Messrs. Brussard, Begley, Loranger, Murphy, and Patrick earned the following annual incentive awards in 2013: \$985,240, \$304,090, \$363,250, \$251,830, and \$319,690, respectively. In 2012, our financial performance for EBIT was 175% of target which resulted in a 150% payout of target.

Table of Contents

Long-Term Incentives

We use our 2002 Management Omnibus Incentive Plan (the "Omnibus Incentive Plan") to grant long-term equity-based incentive awards. A description of the Omnibus Incentive Plan can be found in the narrative following the Grants of Plan-Based Awards table. Long-term incentive compensation, which may include nonqualified stock options, incentive stock options, stock appreciation rights and restricted stock awards, is intended to reinforce the long-term growth in shareholder value of the Company by linking pay to the value of our shares. The amounts awarded annually are based on the performance of the Company. The actual amount awarded and accumulated reflects our historical performance.

On March 11, 2013, the Committee, after reviewing information provided by Pay Governance, determined what it believed to be the appropriate level of each of the various compensation components. Based upon the Company's performance in 2012, the Committee awarded restricted stock at a total market value of \$3,225,000 on the date of the grant. The Committee awarded 35% of the shares to Mr. Brussard, and 65% to the remaining executive officers. The distribution among the remaining officers was made by the Committee, after reviewing the recommendations of the CEO. The executives were granted 55% of their overall LTI mix in the form of performance-based restricted shares, while the remaining 45% is in the form of time-based restricted shares. Such distribution resulted in 23,425 shares being granted to Mr. Brussard, 9,583 shares being granted to Mr. Begley, 4,791 shares being granted to Mr. Loranger, 9,050 shares being granted to Mr. Murphy, and 4,791 shares being granted to Mr. Patrick.

Performance-Based Nonqualified Deferred Compensation

We maintain a nonqualified deferred compensation plan, the Executive Incentive Compensation Plan (the "EICP") to further our objective of providing our executive officers with compensation that is competitive with that provided by comparable companies. The EICP is a performance-based program that allocates 1.75% of our insurance subsidiaries annual consolidated statutory net income to a pool that is then distributed as deferred compensation to the eligible executives. The amount allocated is based on the total annual cash compensation (salary plus annual incentive received, or deferred, in the year) of the eligible executives. Our insurance subsidiaries achieved a combined statutory net income of \$57.5 million in 2013 and Messrs. Brussard, Begley, Loranger, Murphy, and Patrick earned the following allocations under the EICP in 2013: \$373,905, \$127,680, \$123,585, \$115,395, and \$113,190, respectively. The allocations are retained by the Company, invested in mutual funds, and only paid to the executive upon employment termination or a change in control as defined in the EICP.

The EICP also provides a deferred compensation benefit with a supplemental matching provision similar to our 401(k) plan. Our intention is to provide additional retirement benefits to eligible executives in the absence of a traditional defined benefit pension arrangement. The provision enables the executive officer to elect to defer amounts from current compensation above the federally limited amount that can be deferred under our tax-qualified 401(k) plan and receive an employer matching contribution on such supplemental deferrals. In accordance with the EICP, we make a matching contribution annually at the close of each plan year in an amount equal to 75% of the participant's elective deferrals under the plan up to a maximum amount of 8% of the participant's compensation. The participant's compensation for this purpose means the participant's base salary and annual incentive received (or deferred) in the plan year. Amounts deferred under the EICP do not include amounts deferred under the 401(k) plan, thus our matching contributions under the EICP do not include amounts we have matched under the 401(k) plan. We made the following employer matching contributions for 2013 to the EICP on behalf of the Named Executive Officers: Mr. Brussard \$90,436; Mr. Begley \$20,834; Mr. Loranger \$28,242; Mr. Murphy \$18,413; and Mr. Patrick \$22,787.

Table of Contents

A description of our Named Executive Officers' benefits under the EICP and other material terms of the EICP can be found in the narrative following the Nonqualified Deferred Compensation Plan table.

Other Employee Benefits

In addition to the main elements of compensation previously discussed in this section, our Named Executive Officers are eligible for the same welfare and other benefits as are available to all of our employees. These benefits include medical and dental insurance, short-term and long-term disability insurance, life and accidental death insurance, and a 401(k) plan. The 401(k) plan allows employees to contribute on a pre-tax basis up to the maximum allowed under federal law. At the close of each plan year, the Company makes a matching contribution equal to 100% of the amount each participant contributed during the plan year from their total pay, up to a maximum amount of 8% of the participant's base salary, provided the participant is employed on the last day of the plan year. We have no defined benefit pension plan for employees at this time.

We provide our Named Executive Officers with limited perquisites that the Committee believes are reasonable and competitive. In 2013, these perquisites included use of an automobile and an automobile parking space.

Section 162(m)

Section 162(m) of the Internal Revenue Code of 1986, as amended (Code Section 162(m)) provides that certain compensation paid in excess of \$1 million to the Chief Executive Officer, Chief Financial Officer, or any of the other three most highly compensated executive officers of a public company will not be deductible for federal income tax purposes unless such compensation is paid in accordance with one of the listed exceptions described in Code Section 162(m). However, certain forms of performance-based compensation are excluded from the \$1 million deduction limitation, if certain requirements are met. The Committee generally seeks, where feasible and consistent with its overall compensation philosophy and objectives, to structure incentive compensation granted to our executive officers in a manner that is intended to minimize or eliminate the impact of Code Section 162(m). The deductibility of some types of compensation payments, however, can depend upon numerous factors, including plan design, the timing of the vesting of compensation awards or the exercise of previously granted rights. In addition, tax deductibility is not the sole factor used by the Committee in setting compensation. Corporate objectives may not necessarily align with the requirements for full deductibility under Code Section 162(m). Accordingly, the Committee may grant awards such as time-based restricted stock awards and/or enter into compensation arrangements under which payments are not deductible under Code Section 162(m) if the Committee determines that such non-deductible arrangements are otherwise in the best interests of our shareholders. Also interpretations of, and changes in, applicable tax laws and regulations, as well as other factors beyond our control, also can affect deductibility of certain compensation. As a result of these various factors, and in order that the Committee retains flexibility in awarding compensation, there may be situations when compensation paid will not be tax deductible in accordance with Code Section 162(m).

Table of Contents

Compensation Committee Report

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management, and based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and Form 10-K.

DAVID K. MCKOWN, CHAIRMAN
FREDERIC H. LINDBERG
PETER J. MANNING

The above report of the Compensation Committee of the Board of Directors does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate this report by reference therein.

Table of Contents**Summary Compensation Table**

The following table shows the cash and non-cash compensation for the 2013, 2012 and 2011 fiscal years awarded to or earned by the five individuals who served as our CEO, CFO, and the three other most highly compensated executive officers (the "Named Executive Officers" or "NEOs").

Name and Principal Position	Year	Salary	Time Vested	Performance	Non-Equity	All Other	Total
			Stock Awards (1)	Based Stock Awards (2)	Incentive Plan Compensation (3)		
David F. Brussard	2013	\$ 821,037	\$ 495,000	\$ 605,000	\$ 985,240	\$ 619,507	\$ 3,525,784
	2012	804,939	1,150,000		973,734	555,386	3,484,059
	2011	782,253	1,200,000			294,570	2,276,823
William J. Begley, Jr.	2013	337,881	202,500	247,500	304,090	212,251	1,304,222
	2012	331,257	400,000		296,849	194,026	1,222,132
	2011	321,920	400,000			97,021	818,941
Daniel D. Loranger	2013	403,608	101,250	123,750	363,250	215,058	1,206,916
	2012	395,694	250,000		354,590	200,802	1,201,086
	2011	384,541	250,000			113,095	747,636
George M. Murphy	2013	279,807	191,250	233,750	251,830	195,070	1,151,707
	2012	274,320	425,000		245,829	176,479	1,121,628
	2011	266,590	425,000			87,853	779,443
Edward N. Patrick, Jr.	2013	355,206	101,250	123,750	319,690	198,441	1,098,337
	2012	348,240	250,000		312,073	171,542	1,081,855
	2011	338,426	250,000			91,313	679,739

(1)

This column shows the grant date fair value of stock awards computed in accordance with stock-based compensation accounting rules (FASB ASC Topic 718). The fair value per share of the stock awards is equal to the closing price of the Company's common stock on the grant date. Information concerning the stock awards is shown in the table below.

Grant Date	Grant Price
March 11, 2013	\$ 46.96
March 8, 2012	\$ 41.75
March 9, 2011	\$ 47.35

(2)

This column shows the grant date fair value of stock awards computed in accordance with stock-based compensation accounting rules (FASB ASC Topic 718). The fair value per share of the stock awards under the combined ratio performance award calculation is equal to the closing price of the Company's common stock on the grant date referenced in footnote (1). The fair value per share of the stock awards under the TSR performance award calculation is equal to a fair value determined using a Monte-Carlo scenario based fair value calculation.

(3)

The amounts under this column consist of annual cash incentive awards earned in 2013 and 2012 under the Annual Performance Incentive Plan. For 2011, no cash incentive awards were earned.

Table of Contents

(4)

The amounts under this column include the following items for 2013:

Name	EICP Deferred Compensation Bonus	EICP Company Match	401(k) Plan Company Match	Dividends on Restricted Shares	Other Compensation (A)	Total
David F. Brussard	\$ 373,905	\$ 90,436	\$ 20,400	\$ 106,528	\$ 28,238	\$ 619,507
William J. Begley, Jr.	127,680	20,834	20,400	37,536	\$ 5,801	212,251
Daniel D. Loranger	123,585	28,242	20,400	22,586	\$ 20,245	215,058
George M. Murphy	115,395	18,413	17,500	38,664	\$ 5,098	195,070
Edward N. Patrick, Jr.	113,190	22,787	20,400	22,586	\$ 19,478	198,441

(A)

Other Compensation includes Company paid term life insurance premium for coverage exceeding \$50,000 (Mr. Brussard \$7,612, Mr. Begley \$3,941, Mr. Loranger \$18,385, Mr. Patrick \$17,618, and Mr. Murphy \$1,133), use of Company automobile by Mr. Brussard \$17,266 and Mr. Murphy \$2,105, and Company paid parking (\$1,860 each to Mr. Brussard, Mr. Begley, Mr. Loranger, Mr. Patrick, and Mr. Murphy).

Table of Contents**Grants of Plan-Based Awards**

The following table summarizes the 2013 grants of non-equity and equity plan-based awards to the NEOs. The non-equity plan-based awards were granted under the Annual Performance Incentive Plan and the equity plan-based awards were granted under the Omnibus Incentive Plan.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			All Other Stock Awards - Number of Shares of Stock or Units (#) (2)	Grant Date Fair Value of Stock and Option Awards (\$)(3)
		Threshold (\$)	Target (\$)	Maximum (\$)		
David F. Brussard	3/11/2013	\$ 328,415	\$ 656,830	\$ 985,244	23,425	\$ 1,100,000
William J. Begley, Jr.	3/11/2013	101,364	202,729	304,093	9,583	450,000
Daniel D. Loranger	3/11/2013	121,082	242,165	363,247	4,791	225,000
George M. Murphy	3/11/2013	83,942	167,884	251,826	9,050	425,000
Edward N. Patrick, Jr.	3/11/2013	106,562	213,124	319,685	4,791	225,000

- (1) These columns represent the range of cash bonus incentive payouts that were targeted for fiscal 2013 performance under the Annual Performance Incentive Plan as described above in *Compensation Discussion and Analysis*. Although the table refers to these payouts in future terms, they have already been earned and paid to the NEOs. The actual cash bonus incentive amounts paid are reported in the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table.
- (2) This column represents restricted stock awarded in fiscal 2013 under the Omnibus Incentive Plan. The stock awarded is a combination of performance-based restricted shares representing 55% of the total and time-based restricted shares, representing 45% of the total. The awards were both effective March 11, 2013. The performance-based awards vest depending upon the attainment of pre-established performance objectives at the conclusion of the performance period in 2016. See *Restricted Stock Awards* below for a description of the performance objectives. The time-based restricted stock vests over three years with installments of 30% on March 8, 2014, 30% on March 8, 2015, and the remaining 40% on March 8, 2016, provided the grantee is still an employee of the Company on such dates. The awards can also vest in certain termination and change in control scenarios, as discussed below in *Potential Payments Upon Termination or Change in Control*.
- (3) This column shows the grant date fair value of stock awards computed in accordance with stock-based compensation accounting rules (FASB ASC Topic 718). The fair value per share of the time-based stock awards is equal to the closing price of the Company's common stock on the grant date. The fair value per share of the stock awards under the combined ratio performance award calculation is equal to the closing price of the Company's common stock on the grant date. The fair value per share of the stock awards under the TSR performance award calculation is equal to a fair value determined using a Monte-Carlo scenario based fair value calculation.

Employment Agreements

David F. Brussard. Under his employment agreement with us, Mr. Brussard had agreed to serve as CEO and President of the Company for a five-year term which ended December 31, 2009. Prior to its amendment in December 31, 2012, the agreement automatically renewed for successive one-year terms, subject to at least 180 days advance notice by either party not to renew the employment agreement. Commencing with the December 31, 2013 expiration date, the employment agreement was amended to require formal action to renew for an additional one-year term by the Compensation Committee at least 90 days in advance of the scheduled expiration date, unless Mr. Brussard notifies the Company of his decision to decline any additional term before at least 120 days prior to this scheduled expiration date. Under the terms of the employment agreement, Mr. Brussard is entitled to receive an initial annual base salary of \$675,000, to be increased on an annual basis to reflect

increases

Table of Contents

in the cost of living index specified therein or as otherwise determined by the Board or the Committee. As determined in the sole discretion of the Board, Mr. Brussard is also eligible to receive an annual bonus based on performance. The employment agreement provides that if such an annual bonus is earned, it will not be less than 35% of the total amount of bonuses paid in such year to officers of the Company who hold positions entitled Vice President or higher. Mr. Brussard is also entitled to other benefits, including reimbursement of expenses, paid vacations, health, life and other similar insurance benefits and use of a Company car, all as determined by the Board.

Other Named Executive Officers. We entered into employment agreements with Mr. Begley, Mr. Loranger and Mr. Patrick effective November 8, 2004 and with Mr. Murphy, effective October 1, 2005. Messrs. Begley's, Loranger's, and Patrick's employment agreements provided for an initial three-year term which ended December 31, 2007. Mr. Murphy's employment agreement provided for an initial term of three years and three months, which ended December 31, 2008. Until December 31, 2012, these employment agreements automatically renewed for successive one-year terms, subject to at least 180 days advance notice by either party not to renew the employment agreement. Commencing with the December 31, 2013 expiration date, the employment agreements were amended to require formal action to renew for an additional one-year terms by the Compensation Committee at least 90 days' in advance of the scheduled expiration date, unless the executive notifies the Company of his decision to decline any additional term before at least 120 days prior to this scheduled expiration date. Under their respective employment agreements, Messrs. Begley, Loranger, Murphy, and Patrick are entitled to receive initial annual base salaries of \$250,000, \$330,000, \$150,000, and \$290,000, respectively, to be increased on an annual basis to reflect increases in the cost of living index specified therein or as otherwise determined by the Board or the Committee. As determined in the sole discretion of the Board or the Committee, Messrs. Begley, Loranger, Murphy, and Patrick are each eligible to receive an annual bonus based on performance. In addition, Messrs. Begley, Loranger, Murphy, and Patrick are also entitled to other benefits, including reimbursement of expenses, paid vacations, health, life and other similar insurance benefits.

Omnibus Incentive Plan

The Omnibus Incentive Plan provides for a variety of awards, including nonqualified stock options, incentive stock options, stock appreciation rights and restricted stock awards. The Committee has broad authority to administer the Omnibus Incentive Plan, including the authority to select plan participants, determine when awards will be made, determine the type and amount of awards, determine the exercise price of options and stock appreciation rights, determine any limitations, restrictions or conditions applicable to each award, determine the terms of any instrument that evidences an award including accelerated vesting of any award, determine the manner in which awards may be exercised and interpret the Omnibus Incentive Plan's provisions.

The Omnibus Incentive Plan also contains provisions applicable upon a change in control. A description of these provisions and the effect they would have on the Named Executive Officers' outstanding awards can be found in the section entitled *Potential Payments Upon Termination or Change in Control*. Under the Omnibus Incentive Plan, unless otherwise provided in an award agreement, upon a termination by the Company for a reason other than for cause or disability, all unvested shares of restricted stock which were not granted during the year of termination will vest.

Restricted Stock Awards

In 2013, the Committee approved time-based restricted stock awards for our Named Executive Officers under our Omnibus Incentive Plan. Provided there is no termination in service, the shares vest on March 11, 2014, 2015 and 2016 with respect to 30%, 30%, and 40% of the shares, respectively. The awards can also vest in certain termination and change in control scenarios, as discussed below in

Table of Contents

Potential Payments Upon Termination or Change in Control. The shares have voting and dividend rights and are held in custody by the Company during the period of restriction.

In addition to time-based awards, the Committee approved performance-based restricted stock awards for our Named Executive Officers. These performance shares will cliff vest after a three-year performance period provided certain performance measures are attained. A portion of these awards, which contain a market condition, vest according to the level of total shareholder return achieved by the Company compared to its property-casualty insurance peers over a three-year period. The remainder, which contain a performance condition, vest according to the level of Company's combined ratio results compared to its property-casualty insurance peers over the same three-year performance period.

Actual payouts can range from 0% to 200% of target shares awarded depending upon the level of achievement of the respective market and performance conditions during a three fiscal-year performance period ending at the end of 2015. Compensation expense for performance-based share awards is based on the probable number of awards expected to vest using the performance level most likely to be achieved at the end of the performance period. Performance-based awards with market conditions are accounted for and measured differently from an award that has a performance or service condition. The effect of a market condition is reflected in the award's fair value on the grant date. That fair value is recognized as compensation cost over the requisite service period regardless of whether the market-based performance objective has been satisfied.

Equity Compensation Plan Information

The following table sets forth information regarding all of our equity compensation plans as of December 31, 2013.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders (1)	20,200	\$ 41.64	531,862
Equity compensation plans not approved by shareholders			
Total	20,200	\$ 41.64	531,862

(1) The equity compensation plan approved by shareholders is the 2002 Management Omnibus Incentive Plan, as amended, which we refer to in this Proxy Statement as the Omnibus Incentive Plan.

In addition to being available for future issuance upon exercise of stock options and stock appreciation rights, the 531,862 shares remaining available under the plan may also be issued in connection with restricted stock awards.

Table of Contents

Outstanding Equity Awards at Fiscal Year-End

The following table shows the unvested restricted stock held at fiscal year-end December 31, 2013 by the NEOs.

Stock Aw