

HCC INSURANCE HOLDINGS INC/DE/  
Form 8-K  
May 23, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **May 22, 2013**

**HCC INSURANCE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-13790**  
(Commission File Number)

**76-0336636**  
(I.R.S. Employer  
Identification No.)

**13403 Northwest Freeway**

**Houston, Texas 77040**

(Address of principal executive offices, including zip code)

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(713) 690-7300

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K 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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 22, 2013, HCC Insurance Holdings, Inc. (the Company) held its 2013 Annual Meeting of Stockholders (the Annual Meeting). During the Annual Meeting, stockholders were asked to consider and vote upon five proposals: (1) the election of eleven nominees to serve as members of the Company's Board for a one-year term expiring at the annual meeting of stockholders in 2014 and until their successors are duly elected and qualified, (2) an advisory vote on the compensation of the Company's named executive officers, (3) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2013, (4) the approval of the Company's 2013 Employee Stock Purchase Plan, and (5) the re-approval of the material terms of the performance goals under the Company's 2008 Flexible Incentive Plan.

On the record date of April 1, 2013, there were 100,467,814 shares of the Company's common stock issued and outstanding and entitled to be voted at the Annual Meeting. For each proposal, the results of the stockholder voting were as follows:

## 1. Election of eleven nominees to serve as members of the Board for a one-year term:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Emmanuel T. Ballases	91,255,241	323,031	3,714,941
Judy C. Bozeman	90,465,041	1,113,231	3,714,941
Frank J. Bramanti	90,537,743	1,040,529	3,714,941
Walter M. Duer	91,355,036	223,236	3,714,941
James C. Flagg, Ph.D.	90,410,576	1,167,696	3,714,941
Thomas M. Hamilton	90,600,130	978,142	3,714,941
Leslie S. Heisz	90,547,891	1,030,381	3,714,941
John N. Molbeck, Jr.	90,597,661	980,611	3,714,941
Robert A. Rosholt	91,266,979	311,293	3,714,941
J. Mikesell Thomas	90,751,489	826,783	3,714,941
Christopher J.B. Williams	90,626,558	951,714	3,714,941

## 2. Advisory vote on the compensation of the Company's named executive officers:

Votes For	Votes Against	Abstain	Broker Non-Votes
88,584,318	2,491,754	502,200	3,714,941

## 3. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2013:

Votes For	Votes Against	Abstain	Broker Non-Votes
94,079,833	1,006,877	206,503	n/a

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4. Approval of the Company's 2013 Employee Stock Purchase Plan:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
89,867,665	791,578	919,029	3,714,941

5. Re-approval of the material terms of the performance goals under the Company's 2008 Flexible Incentive Plan:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
86,115,350	4,496,241	966,681	3,714,941

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HCC Insurance Holdings, Inc.

By: /s/ Alexander M Ludlow  
Alexander M Ludlow  
Associate General Counsel & Assistant Secretary

DATED: May 23, 2013