

AMERICAN SAFETY INSURANCE HOLDINGS LTD  
Form 8-K  
August 26, 2013

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): August 26, 2013

**AMERICAN SAFETY INSURANCE HOLDINGS, LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or Other Jurisdiction)  
  
of Incorporation or Organization)

**001-14795**  
(Commission  
  
File Number)

**Not applicable**  
(I.R.S. Employer  
  
Identification No.)

Edgar Filing: AMERICAN SAFETY INSURANCE HOLDINGS LTD - Form 8-K

**The Boyle Building, 2nd Floor**

**31 Queen Street**

**Hamilton, Bermuda HM 11**

**(Address of principal executive offices, including zip code)**

**(441) 296-8560**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Securities Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) 12 under the Securities Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) 12 under the Securities Act (17 CFR 240.13e-2(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On August 26, 2013, the Registrant held a Special General Meeting of Shareholders. At the meeting, the Shareholders voted on approval and adoption of an Agreement and Plan of Merger dated as of June 2, 2013 (the Merger Agreement) by and among the Registrant, Fairfax Financial Holdings Limited (Fairfax), and Fairfax Bermuda Holdings, Ltd. (Merger Sub), and to approve the merger of the Registrant and Merger Sub (the Merger); to approve an adjournment of the Special General Meeting, if necessary or appropriate in the view of the chairman to allow the board of directors of the Registrant to solicit additional proxies; and to vote to approve, on a non-binding, advisory basis, the agreements or understandings with, and items of compensation payable to, or which may become payable to, the Registrant's named executive officers as a result of the Merger. The results of the voting were as follows:

Approve the Merger Agreement:

| For       | Percentage | Against | Percentage | Abstain | Percentage |
|-----------|------------|---------|------------|---------|------------|
| 8,080,019 | 99.39      | 31,305  | .38        | 18,317  | .25        |

Approve adjournment of the Special General Meeting:

| For       | Percentage | Against | Percentage | Abstain | Percentage |
|-----------|------------|---------|------------|---------|------------|
| 7,615,372 | 93.67      | 32,593  | .40        | 481,676 | 5.92       |

Approve by a Non-Binding Vote the Merger Related Compensation to Named Executive Officers:

| For       | Percentage | Against | Percentage | Abstain   | Percentage |
|-----------|------------|---------|------------|-----------|------------|
| 5,411,908 | 66.57      | 250,135 | 3.07       | 2,467,598 | 30.35      |

**Item 8.01 Other Events**

On August 26, 2013, the Registrant issued a press release announcing the approval by the Registrant's shareholders of the merger of the Registrant and Fairfax Bermuda Holdings, Ltd.

A copy of the press release is attached as Exhibit 99.1 and is hereby incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits. The following exhibit is being furnished herewith:

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release of American Safety Insurance Holdings, Ltd. issued August 26, 2013 announcing approval of the merger of American Safety and Fairfax Bermuda Holdings, Ltd. |

**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.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD.  
Registrant

Date: August 26, 2013

By: /s/ Stephen R. Crim  
Stephen R. Crim, President & CEO