

ATLANTIC AMERICAN CORP  
Form DEF 14A  
June 03, 2015  
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**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 o

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 Pursuant to §240.14a-12

ATLANTIC AMERICAN CORPORATION

(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)(4) 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):
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- o Fee paid previously with preliminary proxy materials.
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(1) Amount Previously Paid:

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**ATLANTIC AMERICAN CORPORATION**

**4370 Peachtree Road, N.E.  
Atlanta, Georgia 30319-3000**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD JUNE 26, 2015**

Notice is hereby given that the Annual Meeting of Shareholders of Atlantic American Corporation (the Company) will be held at the principal executive offices of the Company at 4370 Peachtree Road, N.E., Atlanta, Georgia 30319 at 10:00 A.M., Eastern Time, on June 26, 2015, for the following purposes:

- (1) To elect seven (7) directors of the Company to serve until the next annual meeting of shareholders and until their successors are duly elected and qualified;
- (2) To ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the 2015 fiscal year; and
- (3) To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

Only shareholders of record at the close of business on May 26, 2015 will be entitled to notice of, and to vote at, the meeting, or any adjournments or postponements thereof.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON, PLEASE COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY, OR VOTE VIA INTERNET, TO ENSURE YOUR SHARES ARE REPRESENTED AT THE MEETING. NO POSTAGE IS REQUIRED WHEN MAILED IN THE ENCLOSED ENVELOPE IN THE UNITED STATES.

By Order of the Board of Directors

John G. Sample, Jr.  
Senior Vice President, Chief Financial  
Officer and Secretary

June 3, 2015  
Atlanta, Georgia

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**ATLANTIC AMERICAN CORPORATION**

**4370 Peachtree Road, N.E.**

**Atlanta, Georgia 30319-3000**

**PROXY STATEMENT**

**FOR THE ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD JUNE 26, 2015**

**GENERAL**

This proxy statement is being furnished in connection with the solicitation of proxies by the Board of Directors of Atlantic American Corporation (the Company) for use at the 2015 Annual Meeting of Shareholders (the Meeting) to be held at the time and place, and for the purposes, specified in the accompanying Notice of Annual Meeting of Shareholders, and at any postponements or adjournments thereof. When the enclosed proxy is properly executed and returned, or you vote your proxy through the Internet as provided for on the enclosed proxy card, the shares which it represents will be voted at the Meeting in accordance with the instructions thereon. In the absence of any such instructions, the shares represented thereby will be voted in favor of the election of all of the nominees for director listed under the caption Election of Directors, and for the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for 2015. Management does not know of any other business to be brought before the Meeting not described herein, but it is intended that as to any such other business properly brought before the Meeting, a vote would be cast pursuant to any proxy granted in accordance with the judgment of the proxies appointed thereunder. This proxy statement and the accompanying form of proxy are first being given or sent to shareholders of the Company, and made available on the Internet, on or about June 3, 2015.

Only holders of record of issued and outstanding shares of \$1.00 par value per share common stock of the Company (the Common Stock) as of May 26, 2015 (the Record Date) will be entitled to notice of, and to vote at, the Meeting. On the Record Date, there were 20,570,633 shares of Common Stock outstanding. Each share of Common Stock is entitled to one vote for up to seven (7) nominees for director, and one vote on each other matter to be acted upon at the Meeting. Cumulative voting for directors is not allowed.

**VOTING**

If you are a shareholder whose shares are held in street name, (i.e., in the name of a broker, bank or other nominee), you must either direct the record holder (i.e., the broker, bank or other nominee) of your shares how to vote your shares or obtain a proxy, executed in your favor, from the record holder to be able to vote at the Meeting.

We encourage shareholders who hold shares in street name to provide instructions to the record holder on how to vote your shares. Providing voting instructions ensures that your shares will be voted at the Meeting. If shares are held through a broker, bank or other nominee, that record holder, under certain circumstances, may exercise its discretionary authority to vote the shares without instructions. On certain routine matters, record holders have authority to, although are not required to, vote their customers' shares if the customers do not provide voting instructions. Only the proposal to ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for the 2015 fiscal year is considered a routine matter. When a broker, bank or other nominee votes its customer's shares on a routine matter without receiving voting instructions, these shares are counted both for establishing a quorum to conduct business at the Meeting and in determining the number of shares voted for or against the routine matter. When a broker, bank or other nominee does not exercise its discretionary authority to vote a customer's shares on a routine matter if the customer does not provide voting instructions, these shares are still counted for purposes of establishing a quorum, but have the effect of a vote against the routine matter.

On non-routine matters, if the broker, bank or other nominee has not received voting instructions from the beneficial shareholder, the broker, bank or other nominee cannot vote the shares on that proposal, which is considered a broker non-vote. The proposal relating to the election of the directors is considered a non-routine matter. Broker non-votes are counted for purposes of establishing a quorum to conduct business at the Meeting but not for determining the number of shares voted for or against any non-routine matter.

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### **REVOKING A PROXY**

Any shareholder who executes and delivers a proxy, or votes a proxy through the Internet, may revoke it at any time prior to its use by: (i) giving written notice of such revocation to the Secretary of the Company at 4370 Peachtree Road, N.E., Atlanta, Georgia 30319-3000; (ii) executing and delivering a proxy bearing a later date to the Secretary of the Company at 4370 Peachtree Road, N.E., Atlanta, Georgia 30319-3000; (iii) voting, or re-voting, as the case may be, a proxy over the Internet at a later date; or (iv) attending the Meeting and voting in person.

### **VOTE REQUIRED**

A majority of the outstanding shares of Common Stock must be represented in person or by proxy at the Meeting in order to have the quorum necessary to transact business. As described above, abstentions and broker non-votes will be counted as present in determining whether the quorum requirement is satisfied. A non-vote on any proposal occurs when a broker, bank or other nominee holding shares for a beneficial owner votes on one proposal pursuant to discretionary authority or instructions from the beneficial owner, but does not vote on another proposal because the broker, bank or other nominee has not received instructions from the beneficial owner and does not have, or declines to exercise, discretionary authority to vote with respect to such other proposal.

Pursuant to the Georgia Business Corporation Code, directors are elected by a plurality of votes cast (the seven director nominees receiving the highest number of votes cast will be elected as directors). Votes withheld and broker non-votes will have no effect on the outcome of the election of directors. The affirmative vote of a majority of the shares of Common Stock represented at the Meeting and entitled to vote is required to approve the ratification of the appointment of the Company's independent registered public accounting firm.

### **EXPENSES OF SOLICITATION**

The costs of soliciting proxies for the Meeting will be borne by the Company. Officers, directors and employees of the Company may solicit proxies by telephone, personal interview, electronic communication such as email, or otherwise, but will not receive any additional compensation for so doing. No contract or arrangement exists for engaging specially-paid employees or solicitors in connection with the solicitation of proxies for the Meeting. Arrangements may be made with brokerage houses and other custodians, nominees and fiduciaries holding shares for a beneficial owner to send proxies and proxy materials to their principals, and the Company will reimburse them for their expenses in so doing.

### **IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON JUNE 26, 2015.**

The proxy statement, and the Company's Annual Report on Form 10-K for the year ended December 31, 2014, are also available at [www.atlam.com](http://www.atlam.com). If you need directions to the 2015 Annual Meeting of Shareholders, please call 404-266-5500.

### **ANNUAL REPORT**

A copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2014 is being provided with this proxy statement.

#### **1. ELECTION OF DIRECTORS**

One of the purposes of the Meeting is to elect seven individuals to serve as Directors until the Company's next annual meeting of shareholders and until their respective successors have been elected and qualified, or until their earlier

resignation or removal. In the event any of the nominees should be unavailable to serve as a director, which contingency is not presently anticipated, proxies may be voted for the election of such other persons as may be designated by the present Board of Directors, or the Board of Directors may reduce the number of Director nominees.

All of the nominees for election to the Board of Directors have been nominated by the Board upon the recommendation of the controlling shareholder of the Company. Six of the nominees for director are currently Directors of the Company. There are no arrangements or understandings between any nominee and any other person pursuant to which such nominee was selected as a nominee or is to be elected as a Director.

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The following sets forth certain information with respect to the seven nominees for Director to be voted on at the Meeting:

| <b>Name</b>           | <b>Age</b> | <b>Position with the Company</b>                             |
|-----------------------|------------|--|
| Hilton H. Howell, Jr. | 53         | Chairman of the Board, President and Chief Executive Officer |
| Robin R. Howell       | 50         | Director   |
| Harriett J. Robinson  | 84         | Director   |
| Joseph M. Scheerer    | 40         | Director   |
| Scott G. Thompson     | 70         | Director   |
| Dom H. Wyant          | 88         | Director   |
| Keehln Wheeler        | 54         | Director nominee   |

The biographies of each of the nominees for Director contain information regarding, as applicable, the person's service as a director to the Company, business, educational, and other professional experience, director positions with any other publicly traded company held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, during the last ten years, and the experiences, qualifications, attributes or skills that caused the Board to determine that the person should be nominated to serve as a Director of the Company. The Company believes that the backgrounds and qualifications of its Directors, considered as a group at any time, should provide diverse business and professional capabilities, along with the experience, knowledge and other abilities that will allow the Board to effectively fulfill its responsibilities.

Mr. Howell has been President and Chief Executive Officer of the Company since May 1995 and prior thereto served as Executive Vice President of the Company from October 1992 to May 1995. During his tenure with the Company, Mr. Howell has also served in various capacities for the Company's subsidiaries. He is actively engaged in key decision making of each of the Company's significant operating subsidiaries and has longstanding relationships with not only the Company's employees but a significant number of the Company's subsidiaries' significant independent agents. He has been a Director of the Company since October 1992 and, beginning in February 2009, assumed the role of Chairman of the Board of Directors. Due to the relative size of the Company and the scope of its operations, the Board of Directors has concluded that Mr. Howell, due to his high level involvement, can serve effectively in the dual role of Chairman of the Board and President and Chief Executive Officer. He is also Vice Chairman of the Board of Directors, President and Chief Executive Officer of Gray Television, Inc. In addition to being very familiar with our Company, Mr. Howell is also an attorney, which experience in that discipline adds a legal perspective to the decisions facing not only our Company but the Board of Directors. Mr. Howell has also been actively involved in various segments of the insurance industry throughout his career, resulting in significant depth and breadth of industry knowledge which is beneficial to the Board of Directors. Mr. Howell is the son-in-law of Mrs. Robinson, and is also Mrs. Howell's husband.

Mrs. Howell has served as Vice President and a Director of both Delta Life Insurance Company and Delta Fire & Casualty Insurance Company since 1992. She is a former Chairman of the Board of Farmer's and Merchant's Bank and a member of the Board of Directors of Premier Bancshares. She received a BA in Economics from the University of Virginia and a Masters of Business Administration from the University of Texas at Austin, and she has had a number of management and oversight roles in various businesses in which her family maintains an interest. Mrs. Howell is active in the community, serving on the Board of Directors and Executive Committee of the High Museum of Art, the Board of Directors of the Forward Arts Foundation, and as a member of the Junior League of Atlanta. Mrs. Howell's experience in board matters and the insurance industry and involvement at the executive level in various businesses is invaluable to the Board, and her numerous civic, social and academic associations provides valuable insight for the



Company and elevates the Company's profile in the community. Mrs. Howell is the wife of Mr. Howell and the daughter of Mrs. Robinson.

Mrs. Robinson has been a Director of the Company since 1989. She is also a Director of Gray Television, Inc. Mrs. Robinson has been actively involved, to varying degrees, with various Robinson family business ventures, which hold a majority of the Company's Common Stock, including serving on the Boards of Directors of Delta Life Insurance Company and Delta Fire & Casualty Insurance Company since 1967. She has a broad understanding of the insurance business and provides a diverse perspective, including as a significant shareholder, to the Board of Directors' deliberations. Mrs. Robinson is recognized as an influential business woman in the community and remains involved in numerous charitable and philanthropic activities which serve to increase exposure for the Company. Mrs. Robinson is the mother of Mrs. Howell and mother-in-law of Mr. Howell.

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Mr. Scheerer has been a Director of the Company since December 2014. He has been the Principal and Managing Director of Stonybrook Capital, a provider of strategic advisory services to the insurance industry, since 2012 and prior thereto he served as Senior Vice President of Willis Capital Markets and Advisory, an investment banking firm focused on the insurance industry, from 2009 to 2012. He has advisory experience in the insurance industry including corporate restructurings, debt/equity/mezzanine capital raises and mergers and acquisitions. Mr. Scheerer has a Bachelor of Arts in both Economic and International Relations from the University of Pennsylvania. His deep knowledge of the insurance industry provides valuable insight and perspective to the Board of Directors and is of great benefit to the Company's management.

Mr. Thompson has been the President and Chief Executive Officer of American Southern Insurance Company, a subsidiary of the Company, since 2004; prior thereto he had been the President and Chief Financial Officer of that company since 1984. He has been a Director of the Company since February 1996. Mr. Thompson is a certified public accountant and has been employed by American Southern for substantially his entire career. His insights with respect to American Southern's business model, its historical operations and the perspective on its niche products provide valuable insight to the Board of Directors.

Mr. Wyant is a retired partner of the law firm of Jones Day, which serves as outside counsel to the Company. He was a Partner with that firm from 1989 through 1994, and Of Counsel from 1995 through 1997. He remains actively involved in various civic organizations. Mr. Wyant's background, as counsel representing the Company and more broadly as an attorney, provides valuable perspective to the Board of Directors in evaluating business opportunities and related risks to the Company. He has been a Director of the Company since 1985.

Mr. Wheeler is a nominee to the Board of Directors. He is the President and Chief Executive Officer of MaxMedia, a digital media and branding company based in Atlanta, Georgia which he founded in 1996. Mr. Wheeler has founded, or was a member of the board of, a number of successful companies, including AIO Medical, whose shares were listed on the London Stock Exchange's Alternative Investment Market. The Board believes Mr. Wheeler's prior board experience, success in various new media and branding experience will bring additional expanded perspectives to the Board as the Company continues to grow.

The Board of Directors recommends a vote **FOR** the election of each of the nominees for Director.

### **Board Leadership and Structure, and Risk Oversight**

The Company is a controlled company and has historically experienced limited turnover in its senior management and board of directors. The Company maintains a board leadership structure under which our President and Chief Executive Officer ( CEO ) also serves as the Chairman of the Board of Directors. We believe that the Company, like many other publicly-traded and private companies, is well-served by this leadership structure. Having one person serve as both CEO and Chairman of the Board demonstrates for our employees, agents, suppliers, customers and other shareholders that our Company is under strong leadership, with a single person setting the tone and having primary responsibility for managing our operations and guiding our strategic efforts. We believe having a single leader for both the Company and the Board of Directors eliminates the potential for confusion or duplication of efforts, and provides clear direction and leadership for our Company. We believe that having one person serve as CEO and Chairman of the Board is best for our Company and our shareholders at this time.

The Board has not formally designated a lead independent director and believes that as a result thereof, executive sessions of the Board, which are attended solely by independent directors, result in an open and free flow of discussion of any and all matters that any director may believe relevant to the Company and/or its management.

The Company believes that its leadership structure appropriately allows all directors to effectively participate in the provision of risk oversight. While the Board maintains oversight responsibility for the management of the Company's risks, it has delegated oversight responsibility for certain areas of potential exposure to its committees. The Audit Committee oversees the accounting and financial reporting processes of the Company, as well as legal and compliance matters and risk management. The Audit Committee charter provides that the Audit Committee is responsible for overseeing the internal controls of the Company along with its adherence with compliance and regulatory requirements. The Audit Committee also reviews and approves all transactions with related parties. On at least a quarterly basis, the Company's Director of Internal Audit provides a comprehensive report to the Audit Committee regarding the Company's key risks, including operational, financial and other risks. While the Audit Committee has been delegated primary responsibility for overseeing risk management, our entire Board of Directors is actively involved in overseeing this function for the Company. The full Board also engages in periodic discussion

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with the CEO, Chief Financial Officer ( CFO ), executive management of each of the Company's operating subsidiaries and other corporate officers as the Board may deem appropriate or desirable. In addition to the roles performed by the Audit Committee, the Stock Option and Compensation Committee considers, evaluates and oversees potential risks that may arise through the implementation of our compensation programs and engages directly with all Board members, as and if necessary. We do not believe our compensation programs encourage unnecessary or excessive risk taking.

On May 15, 2015, the Company amended its restated Bylaws (as amended, the Bylaws ) to provide that any director who is an independent director under the listing standards of the NASDAQ Stock Market (The NASDAQ Rules ) and not a member of the family of the controlling shareholder of the Company shall offer to resign from the Board upon reaching age 72 and not be eligible to stand for reelection to the Board following such individual having reached age 72, absent a waiver from such requirement, which waiver may only be granted by affirmative vote of the majority of the members of the Board, not including the affected member. As a result of such amendment, William H. Whaley will be retiring from the Board upon the completion of his current term of service at the Meeting. Also in connection therewith, and in order to help assure an orderly transition of the Board, the Board granted a one-year waiver from the foregoing requirement to Dom H. Wyant, a member of the Audit and Stock Option and Compensation Committees of the Board. Mr. Wyant is therefore eligible to serve as a member of the Board until the Company's 2016 annual meeting of stockholders.

The Company believes that its leadership structure promotes effective Board oversight of risk management because the Board directly, and through its various committees, is regularly provided by management with the information necessary to appropriately monitor, evaluate and assess the Company's overall risk management.

### **Committees of the Board of Directors**

As a result of the level of beneficial ownership of our Common Stock by members of the Robinson family and their affiliates, the Company meets the definition of a controlled company as defined pursuant to Rule 5615(c)(1) of the NASDAQ Rules. Accordingly, the Company is exempt from certain requirements of the NASDAQ Rules, including the requirement that a majority of its Board of Directors be independent, as defined in such rules, the requirement that director nominees be selected, or recommended for the board's selection, by either a majority of the independent directors or a nominating committee comprised solely of independent directors, and certain requirements relating to the determination of executive officer compensation. Notwithstanding this, however, the Board of Directors has determined that the following individuals are independent pursuant to the NASDAQ Rules for purposes of serving as a member of the Board of Directors: Joseph M. Scheerer and Dom H. Wyant. In addition, Keehln Wheeler, a nominee to the Board, has also been determined to be independent under applicable NASDAQ Rules, and Edward E. Elson and Samuel E. Hudgins were independent prior to their respective resignations from the Board effective May 18, 2015.

The Board of Directors of the Company has three standing committees: the Executive Committee, the Stock Option and Compensation Committee and the Audit Committee.

The Executive Committee currently consists of Messrs. Howell and Wyant, and Mrs. Howell. The Executive Committee's function is to act in the place and stead of the Board of Directors to the extent permitted by law on matters which require Board action between meetings of the Board of Directors. The Executive Committee did not meet during 2014.

The Stock Option and Compensation Committee consists of Mr. Wyant, who is independent pursuant to the NASDAQ Rules, and Dr. Whaley. During 2014 and prior to his resignation effective May 18, 2015, Mr. Elson was also an independent member of this committee. The Stock Option and Compensation Committee's function is to establish the number of equity incentive awards to be granted to officers and key employees and the annual salaries

and bonus amounts payable to executive officers of the Company. The Stock Option and Compensation Committee met two times during 2014. Due to its status as a controlled company pursuant to NASDAQ Rules and the related historically low turnover among Board and Committee members, as well as among the Company's executive officers, the Board has not foreseen a need to adopt a written charter to govern the Stock Option and Compensation Committee's functions.

The Audit Committee currently consists of Messrs. Wyant (Chairman) and Scheerer. Messrs. Elson and Hudgins were members of the committee during 2014 and prior to their resignations effective May 18, 2015. The Board expects to appoint Mr. Wheeler to the Audit Committee if he is elected to the Board at the Meeting. The Audit Committee

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oversees the Company's (i) financial reports and other financial information; (ii) systems of internal controls regarding finance, accounting, legal compliance and ethics; and (iii) auditing, accounting and financial reporting processes.

The Board of Directors has determined that each of Messrs. Wyant and Scheerer are independent for purposes of being an Audit Committee member, and financially literate, as such terms are defined in the NASDAQ Rules and the rules of the Securities and Exchange Commission. In addition, the Board of Directors has determined that Messrs. Elson and Hudgins were audit committee financial experts as defined by the Securities and Exchange Commission in Item 407(d) of Regulation S-K. In making such determination, the Board took into consideration, among other things, the express provision in Item 407(d) of Regulation S-K that the determination that a person is an audit committee financial expert shall not impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a member of the Audit Committee, nor shall it affect the duties and obligations of other Audit Committee members or the Board of Directors. The Audit Committee has a written charter which sets out its authority and responsibilities, a copy of which is available on the Company's website, [www.atlam.com](http://www.atlam.com). The Audit Committee met four times during 2014.

Due to its status as a controlled company pursuant to NASDAQ Rules and the related historically small turnover of its members, the Board has not historically foreseen the need to establish a separate nominating committee or adopt a written charter to govern the director nomination process. The Company's controlling shareholder and the Board of Directors have generally addressed the need to retain members and fill vacancies after discussion among current members, or the members of the Executive Committee, if necessary in lieu of the full Board, and the Company's management, with the input from the Company's controlling shareholder. The Board of Directors does not have any specific qualifications that are required to be met by director candidates and does not have a formal process for identifying and evaluating director candidates.

Additionally, the Board of Directors does not have a formal policy with respect to the consideration of any director candidates recommended by shareholders and, for the foregoing reasons, has determined that it is appropriate not to have such a formal policy at this time. The Board of Directors, however, will give due consideration to director candidates recommended by shareholders. Any shareholder that wishes to nominate a director candidate should submit complete information as to the identity and qualifications of the director candidate to the Board of Directors, including all information that would be required to be disclosed about that person in a proxy statement relating to the election of directors, at the address and in the manner set forth below for communication with the Board.

Executive sessions of the independent members of the Board of Directors are held as needed and determined by those Directors at the conclusion of each of the regular board meetings; but no less than annually at the first regular Board meeting in each calendar year.

The Board of Directors met five times in 2014. Each of the Directors named above attended at least 75% of the meetings of the Board and its committees of which he or she was a member during 2014. The Company does not have a formal policy regarding Director attendance at its annual meetings, but attendance by the Directors is encouraged and expected. At the Company's 2014 annual meeting of shareholders, six of the Company's current directors were in attendance.

Shareholders may communicate with members of the Board of Directors by mail addressed to the full Board of Directors, a specific member of the Board of Directors or a particular committee of the Board of Directors, at Atlantic American Corporation, 4370 Peachtree Road, N.E., Atlanta, Georgia 30319.

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**Report of the Audit Committee**

The Audit Committee (the Committee ) oversees the Company's (i) financial reports and other financial information; (ii) systems of internal controls regarding finance, accounting, legal compliance and ethics; and (iii) auditing, accounting and financial reporting processes. The Company's management has the primary responsibility for the financial statements and the reporting processes, including the systems of internal controls. In fulfilling its oversight responsibilities, the Committee reviewed and discussed with management the audited financial statements of the Company as of and for the year ended December 31, 2014, including a discussion of the accounting principles, the reasonableness of significant accounting judgments and estimates, and the clarity of disclosures in the financial statements.

The Company's independent registered public accounting firm is responsible for performing an audit of the Company's financial statements in accordance with standards of the Public Company Accounting Oversight Board (United States) (the PCAOB ) and expressing an opinion thereon. During 2014, the Committee reviewed with the independent auditors for the 2014 fiscal year their judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Committee under auditing standards generally accepted in the United States, including the items set out in Auditing Standard No. 16, *Communication with Audit Committees*, issued by the PCAOB. In addition, the Committee has discussed with the Company's independent auditors for the 2014 fiscal year the auditors' independence from management and the Company, including the matters in the written disclosures received as required by Independence Standards Board Standard No.1, and considered the compatibility of nonaudit services provided to the Company by BDO USA, LLP, with the maintenance of the auditors' independence.

The Committee discussed with the Company's independent auditors for the 2014 fiscal year the overall scope and plans for the 2014 audit. The Committee met with such independent auditors, with and without management present, to discuss, among other things, the results of their audit, their considerations of the Company's internal controls, and the overall quality of the Company's financial reporting.

In performing its functions, the Committee acts in an oversight capacity. In its oversight role, the Committee relies on the work and assurances of the Company's management, which has the primary responsibility for the Company's financial statements and reports, and of the independent auditors, who, in their report, express an opinion on the Company's annual financial statements as to their conformity with generally accepted accounting principles.

In reliance on the reviews and discussions referred to above, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014 for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE

Dom H. Wyant, Chairman

June 3, 2015

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**2. RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee is required by law and applicable NASDAQ Rules to be directly responsible for the appointment, compensation and retention of the Company's independent registered public accounting firm. The Audit Committee has appointed BDO USA, LLP ( BDO ) as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015. While shareholder ratification of the selection of BDO as the Company's independent registered public accounting firm is not required by the Company's Bylaws or otherwise, the Board of Directors is submitting the selection of BDO to the shareholders for ratification as a matter of good corporate governance. If the shareholders fail to ratify the selection, the Audit Committee may, but is not required to, reconsider whether to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company.

A representative from BDO is expected to be present at the Meeting and will have the opportunity to make any statement if such representative desires to do so, and, if present, will be available to respond to appropriate questions.

Amounts paid to, or billed by, the Company's independent registered public accounting firm, during the two most recent fiscal years by category were as follows:

*Audit Fees*

The Company has paid or expects to pay BDO approximately \$333,000, in the aggregate, for professional services it rendered for the audit of the Company's consolidated financial statements and audits of subsidiary company statutory reports for the fiscal year ended December 31, 2014 and the reviews of the interim financial statements included in our quarterly reports on Form 10-Q filed during the fiscal year ended December 31, 2014. The Company paid BDO \$333,000, in the aggregate, for professional services it rendered for the audit of the Company's consolidated financial statements and audits of subsidiary company statutory reports for the fiscal year ended December 31, 2013 and the reviews of the interim financial statements included in the Company's quarterly reports on Form 10-Q filed during the fiscal year ended December 31, 2013.

*Audit - Related Fees*

During the fiscal year ended December 31, 2014, the Company engaged BDO to audit the December 31, 2013 financial statements of The Atlantic American Corporation 401(k) Retirement Savings Plan (the Plan ). Audit-related fees paid to BDO for the Plan audit were \$27,500. During the fiscal year ended December 31, 2013, the Company paid BDO \$27,500 in audit-related fees for the audit of the December 31, 2012 financial statements of the Plan.

*Tax Fees*

There were no tax fees paid to BDO in either 2014 or 2013.

*All Other Fees*

BDO did not provide any other category of products and services to the Company during the fiscal years ended December 31, 2014 or 2013 and, accordingly, no other fees were paid thereto in either 2014 or 2013.

The Audit Committee considers whether the provision of non-audit services by the Company's independent registered public accounting firm is compatible with maintaining auditor independence. All audit and non-audit services to be performed by the Company's independent registered public accounting firm must be, and for 2014 and 2013 were,



approved in advance by the Audit Committee. Pursuant to the Audit Committee's Audit and Non-Audit Services Pre-Approval Policy (the Policy ) and as permitted by Securities and Exchange Commission rules, the Audit Committee may delegate pre-approval authority to any of its members, provided that any service approved in this manner is reported to the full Audit Committee at its next meeting.

The Policy provides for a general pre-approval of certain specifically enumerated services that are to be provided within specified fee levels. With respect to requests to provide specifically enumerated services not specifically pre-approved pursuant to such general grant, such requests must be submitted to the Audit Committee by both the

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independent registered public accounting firm and the CFO, and must include a joint statement as to whether, in their view, the request is consistent with Securities and Exchange Commission rules on auditor independence. Such requests must also be specific as to the nature of the proposed service, the proposed fee and any other details the Audit Committee may request.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth ownership information regarding our outstanding equity securities as of May 26, 2015 by: (i) each person who is known to the Company to beneficially own more than 5% of the outstanding shares of Common Stock of the Company; (ii) each Director and Director nominee; (iii) each executive officer named in the Summary Compensation Table below; and (iv) all of the Company's Directors and executive officers as a group. The address of each such person, and entities controlled by such person is: c/o Atlantic American Corporation, 4370 Peachtree Road, N.E., Atlanta, Georgia 30319.

| Name of Stockholder   | Common Stock <sup>(1)</sup> |                  |  | Series D Preferred Stock <sup>(1)</sup> |                  |  |
|---|-----------------------------|------------------|--|---|------------------|--|
|   | Number of Shares            | Percent of Class |  | Number of Shares                        | Percent of Class |  |
| Harriett J. Robinson  | 15,046,214 (2)              | 73.14 %          |  | 55,000 (2)                              | 100 %            |  |
| Hilton H. Howell, Jr.                                       | 757,844 (3)                 | 3.68 %           |  | —                                       | —                |  |
| Robin R. Howell   | 3,999,456 (4)               | 19.44 %          |  | —                                       | —                |  |
| Joseph M. Scheerer  | —                           | —                |  | —                                       | —                |  |
| Scott G. Thompson   | 115,954                     | *                |  | —                                       | —                |  |
| William H. Whaley, M.D.                                     | 39,954 (5)                  | *                |  | —                                       | —                |  |
| Dom H. Wyant  | 25,954                      | *                |  | —                                       | —                |  |
| Keehln Wheeler  | —                           | —                |  | —                                       | —                |  |
| John G. Sample, Jr.   | 97,500 (6)                  | *                |  | —                                       | —                |  |
| All directors and executive officers as a group (9 persons) | 16,083,420 (7)              | 78.19 %          |  | 55,000                                  | 100 %            |  |

\* Represents less than one percent.

All shares of stock are owned beneficially as set forth in the rules of the Securities and Exchange Commission. Under those rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of, or to direct the disposition of, such security.

The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership (such as by exercise of options) within 60 days. Under such rules, more

(1) than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he or she may disclaim any beneficial interest.

Except as indicated in other notes to this table, directors and executive officers possessed sole voting and investment power with respect to all shares of stock referred to in the table. Except upon the occurrence of certain events, shares of Series D preferred stock, par value \$1.00 per share (the Series D Preferred Stock), are not entitled to any vote, whereas each share of Common Stock entitles its holder to one vote. The shares of Series D Preferred Stock, are not currently convertible, but may become convertible into shares of Common Stock under certain conditions.

(2) Includes: 8,042,048 shares of Common Stock held in trust for her children, with respect to which she serves as trustee; 806,751 shares of Common Stock held in trust for her grandchildren, with respect to which she serves as

trustee; 3,756,746 shares of Common Stock owned by Gulf Capital Services, LLLP; 1,363,809 shares of Common Stock and 55,000 shares of Series D Preferred Stock owned by Delta Life Insurance Company ( Delta Life ); and 300,000 shares of Common Stock owned by Delta Fire & Casualty Insurance Company, all of which entities are controlled by Mrs. Robinson. Mrs. Robinson disclaims beneficial ownership of all shares not held directly by her, except to the extent of her pecuniary interest in any such indirectly held shares.

Includes: 219,690 shares held pursuant to the Company's 401(k) Plan; 8,200 shares owned directly or indirectly by (3) his wife; 38,000 shares owned by his wife as custodian for their children; and 80,000 shares of restricted stock as to which he has voting, but not dispositive power.

Includes: 3,953,256 shares held in a trust for her benefit over which Harriett J. Robinson serves as trustee; 2,175 (4) shares held in an individual retirement account; and 38,000 shares owned by Mrs. Howell as custodian for her children. Does not include any shares held by Mr. Howell (see note 3 above).

(5) Includes 6,000 shares owned by Dr. Whaley's spouse as custodian for his daughter.

(6) Includes 40,000 shares of restricted stock as to which he has voting, but not dispositive power.

(7) See notes 2 through 6 above.

#### **SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Under the securities laws of the United States, the Company's directors, executive officers, and any persons holding more than ten percent of any class of the Company's equity securities registered pursuant to the Securities Exchange Act of 1934 (the Exchange Act ) are required to file with the Securities and Exchange Commission initial reports

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of ownership and reports of changes of ownership of Common Stock of the Company, and to furnish the Company with copies of such reports. To the Company's knowledge, all such filings were timely completed during the year ended December 31, 2014. In making this determination, the Company has relied on written representations of its directors and executive officers and its receipt of copies of the reports that have been filed with the Securities and Exchange Commission.

**EXECUTIVE COMPENSATION****Summary Compensation Table**

There is shown below information concerning the annual compensation for services in all capacities to the Company and its subsidiaries for the fiscal years ended December 31, 2014 and 2013 by the: (i) Chairman, President and Chief Executive Officer of the Company and (ii) the Chief Financial Officer of the Company at December 31, 2014, who are the only executive officers of the Company (together, the named executive officers ):

| <b>Name and Principal Position</b>                                   | <b>Year</b> | <b>Salary (\$)</b> | <b>Bonus (\$)<sup>(1)</sup></b> | <b>Stock Awards (\$)<sup>(2)</sup></b> | <b>All Other Compensation (\$)</b> | <b>Total (\$)</b> |
|--|-------------|--------------------|---------------------------------|--|------------------------------------|-------------------|
| Hilton H. Howell, Jr.<br>Chairman of the Board,<br>President and CEO | 2014        | 500,000            | 450,000                         | -0-                                    | 106,660 <sup>(3)</sup>             | 1,056,660         |
|  | 2013        | 500,000            | 450,000                         | 299,200                                | 98,125 <sup>(4)</sup>              | 1,347,325         |
| John G. Sample, Jr.<br>Senior Vice President,<br>CFO and Secretary   | 2014        | 425,000            | 300,000                         | -0-                                    | 75,745 <sup>(5)</sup>              | 800,745           |
|  | 2013        | 425,000            | 300,000                         | 140,800                                | 70,345 <sup>(5)</sup>              | 936,145           |

(1) Discretionary bonuses awarded by the Compensation Committee based on operating results.

Awards made by the Compensation Committee to further align the interests of executive management with shareholders, and in recognition of recent Company performance and the lack of award grants in recent periods.

(2) The value of Mr. Howell's stock award also includes the value of restricted stock granted to him as a director. Grant date fair value of awards calculated in accordance with Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) 718. The estimated fair value of the restricted shares issued is based on the common stock price on the date of grant.

(3) Includes fees paid in cash for serving as a director of the Company and subsidiaries of \$73,500.

(4) Includes fees paid in cash for serving as a director of the Company and subsidiaries of \$73,500.

(5) Includes fees paid in cash for serving as a director of subsidiaries of the Company of \$36,000.

*Consideration of Say-On-Pay Vote and Related Matters*

The Dodd-Frank Wall Street Reform and Consumer Protection Act provides that the Company's shareholders shall have the right to vote, on a non-binding basis, on the approval of the compensation of the Company's named executive officers at specified intervals. The Company's shareholders most recently voted on this matter at the 2013 annual meeting of shareholders, and at that time the shareholders also approved a proposal providing that the shareholders would vote on such compensation every three years. As a result, the next scheduled vote to approve the compensation

paid to the Company's named executive officers will be at the Company's 2016 annual meeting of shareholders.

At the Company's 2013 annual meeting of shareholders, over 80% of the shares voted in person or by proxy voted for the approval of the compensation paid to our named executive officers. The Company believes that this shareholder vote strongly endorses its compensation philosophy and practices. After considering the result of the 2013 advisory vote on executive compensation, the Company did not believe it was necessary to undertake any material changes in the Company's compensation philosophy and practices. In addition to consideration given to the results of any say-on-pay proposal, the Company considers general developments in executive compensation principles and any appropriate direct or indirect input from shareholders, in the development and implementation of the Company's executive compensation philosophy and practices.

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The following table provides information about the outstanding equity awards held by the named executive officers at December 31, 2014:

| Name                  | Option Awards   |   |  |                     |                        | Stock Awards <sup>(1)</sup>                                 |  |   |   |
|-----------------------|---|---|--|---------------------|------------------------|---|--|---|---|
|                       | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Equity Incentive Plan Awards: Number of Securities Underlying Unearned Options (#) | Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) | Equity Incentive Plan Awards: Number of Other Rights That Have Not Vested (#) | Equity Incentive Plan Awards: Market Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) |
| Hilton H. Howell, Jr. | -0-   | -0-   | -0-  | -0-                 | -0-                    | 80,000 <sup>(2)</sup>                                       | 322,400 <sup>(3)</sup>   | -0-   | -0-   |
| John G. Sample, Jr.   | -0-   | -0-   | -0-  | -0-                 | -0-                    | 40,000 <sup>(2)</sup>                                       | 161,200 <sup>(3)</sup>   | -0-   | -0-   |

(1) All of the stock awards were made under the Company's 2012 Incentive Plan.

(2) Represents grant of restricted stock, which vests on May 7, 2016.

(3) Based on the closing price of our common stock on the NASDAQ Global Market on December 31, 2014.

**Compensation of Directors**

The Company's policy is to pay all members of the Board of Directors \$7,500 for each Board meeting attended, whether in person or telephonically, and \$1,000 for each committee meeting attended, whether in person or telephonically. In addition, Directors are reimbursed for actual expenses incurred in connection with attending meetings of the Board and/or committees of the Board. The meeting fees are paid in cash. Pursuant to the Company's 2012 Incentive Plan, Directors are eligible to receive stock options to purchase shares of Common Stock and other equity awards. In 2013, each of our Directors received a grant of restricted stock valued at \$17,600 which vested in full on May 5, 2014. No such awards were made in 2014.

The following table provides information about the compensation paid for services as a director of the Company for the year ended December 31, 2014. See the Summary Compensation Table above for additional information on the total compensation paid to Mr. Howell for all services provided to the Company and its subsidiaries.

**2014 Director Compensation**

| Name                             | Fees Earned<br>or Paid in<br>Cash<br>(\$) | All Other<br>Compensation<br>(\$) | Total<br>(\$) |        |
|----------------------------------|---|-----------------------------------|---------------|--------|
| Hilton H. Howell, Jr.            | 37,500                                    | -0-                               | 37,500        | (1)(2) |
| Edward E. Elson <sup>(3)</sup>   | 42,500                                    | -0-                               | 42,500        |        |
| Robin R. Howell                  | 37,500                                    | -0-                               | 37,500        | (2)    |
| Samuel E. Hudgins <sup>(3)</sup> | 43,500                                    | -0-                               | 43,500        |        |
| Harriett J. Robinson             | 37,500                                    | -0-                               | 37,500        | (2)    |
| Joseph M. Scheerer               | -0-                                       | -0-                               | -0-           |        |
| Scott G. Thompson                | 37,500                                    | -0-                               | 37,500        | (4)    |
| William H. Whaley, M.D.          | 39,500                                    | 20,000                            | 59,500        | (4)    |
| Dom H. Wyant                     | 43,500                                    | -0-                               | 43,500        |        |

(1) All fees earned or paid in cash are included under the heading "All Other Compensation" in the Summary Compensation Table above.

(2) Does not include amounts deemed received pursuant to certain related transactions and described below in "Certain Relationships and Related Transactions."

(3) Resigned effective May 18, 2015.

(4) For Dr. Whaley, consists of compensation pursuant to an agreement under which he provides certain medical consulting and advisory services to one of the Company's subsidiaries. For Mr. Thompson, excludes compensation received as an employee of a subsidiary of the Company.

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### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The Company leases space for its principal offices, as well as the principal offices of certain of its subsidiaries, from Delta Life. Delta Life is controlled by Harriett J. Robinson a member of our Board of Directors. In addition, Mr. Howell and Mrs. Howell are officers, directors and/or shareholders in Delta Life. Under the terms of the lease, the Company pays annual rent of approximately \$0.5 million, plus a pro rata share of all real estate taxes, general maintenance and service expenses and insurance costs with respect to the office building and related facilities. The lease does not have a set termination date, but is terminable by either party with at least twelve months advance notice. The terms of the lease are believed by management of the Company to be comparable to terms that could be obtained by the Company from unrelated parties for comparable rental property. In each of 2014 and 2013, the Company paid approximately \$0.9 million to Delta Life under the terms of the lease.

The Company has outstanding 55,000 shares of its Series D Preferred Stock, all of which is owned by Delta Life. The outstanding shares of Series D Preferred Stock have a stated value of \$100 per share; accrue annual dividends at a rate of \$7.25 per share (payable in cash or shares of the Company's common stock at the option of the Board of Directors of the Company) and are cumulative; in certain circumstances may be convertible into an aggregate of approximately 1,378,000 shares of Common Stock, subject to certain adjustments and provided that such adjustments do not result in the Company issuing more than approximately 2,703,000 shares of common stock without obtaining prior shareholder approval; and are redeemable solely at the Company's option. The Series D Preferred Stock is not currently convertible. In 2014 and 2013, the Company redeemed 10,000 shares and 5,000 shares, respectively, of Series D Preferred Stock at the stated value of \$100 per share, for aggregate payments of \$1.0 million and \$0.5 million, respectively. As of December 31, 2014 and 2013, the Company had accrued, but unpaid, dividends, on the Series D Preferred Stock of \$17,722 and \$20,945, respectively.

### **OTHER BUSINESS**

Management of the Company knows of no matters other than those stated above which are to be brought before the Meeting. However, if any such other matters should be presented for consideration and voting, it is the intention of the persons named in the proxies to vote thereon in accordance with their best judgment.

### **SHAREHOLDER PROPOSALS**

Shareholder proposals to be presented at the next annual meeting of shareholders must be received by the Company no later than February 4, 2016, in order to be considered for inclusion in the proxy statement for the 2016 annual meeting of shareholders. Any such proposal should be addressed to the Company's President and mailed to 4370 Peachtree Road, N.E., Atlanta, Georgia 30319-3000. In accordance with the rules of the Securities and Exchange Commission, if the shareholder has not given a notice of a proposal to the Company by April 19, 2016, the persons appointed as proxies for the 2016 annual meeting of shareholders may exercise discretionary authority to vote on any such shareholder proposal.



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