

PROFESSIONALS DIRECT INC
Form 8-K
June 27, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): **June 27, 2007**

PROFESSIONALS DIRECT, INC.
(Exact name of registrant as
specified in its charter)

Michigan
(State or other
jurisdiction of incorporation)

0-49786
(Commission File Number)

38-3324634
(IRS Employer
Identification no.)

5211 Cascade Road, S.E.
Grand Rapids, Michigan
(Address of principal executive offices)

49546
(Zip Code)

Registrant's telephone number,
including area code: **(616) 456-8899**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-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 7.01. Regulation FD Disclosure.

On or about June 27, 2007, Professionals Direct, Inc., a Michigan corporation, mailed a letter to its record shareholders notifying them that it entered into an Agreement and Plan of Merger with The Hanover Insurance Group, Inc., a Delaware corporation, and Hanover Acquisition Corp., a Michigan corporation. A copy of the letter is furnished as Exhibit 99.1 (and deemed filed only to the extent required by Rule 14a-12 of the Securities Exchange Act of 1934).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Document</u>
99.1	Letter to Shareholders dated June 27, 2007

Forward-Looking Statements

Statements included in this report that are not historical facts are forward-looking statements within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements regarding expectations as to the completion of the merger and the other transactions contemplated by the merger agreement. The forward-looking statements contained in this letter involve risks and uncertainties that could cause actual results to differ materially from those referred to in a forward-looking statement. These risks include, but are not limited to, the ability of the parties to the merger agreement to satisfy the conditions to closing specified in the merger agreement. More information about Professionals Direct, Inc. and other risks related to the company are detailed in the company's most recent annual report on Form 10-KSB for the year ended December 31, 2006, and its quarterly report on Form 10-QSB and current reports on Form 8-K as subsequently filed with the SEC. Professionals Direct, Inc. does not undertake an obligation to update forward-looking statements.

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 thereunto duly authorized.

Dated: June 27, 2007

PROFESSIONALS DIRECT, INC.

By:

/s/ Stephen M. Tuuk
Stephen M. Tuuk
President and Chief Executive Officer

EXHIBIT INDEX

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