

WHITE MOUNTAINS INSURANCE GROUP LTD
Form 8-K
May 29, 2018

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

May 24, 2018

Date of Report (Date of earliest event reported)

WHITE MOUNTAINS INSURANCE GROUP, LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization) 1-8993
(Commission file number) 94-2708455
(I.R.S. Employer Identification No.)

80 South Main Street, Hanover, New Hampshire 03755
(Address of principal executive offices)

(603) 640-2200
(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Mr. A. Michael Frinquelli did not stand for re-election in 2018 as a director of White Mountains Insurance Group, Ltd. (the “Company”) and retired as a member of the Board of Directors of the Company on May 24, 2018 at the conclusion of his term.

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2018 Annual General Meeting of Members (the “2018 Annual Meeting”) on May 24, 2018 in Hamilton, Bermuda.

As of April 2, 2018, the record date for the 2018 Annual Meeting, a total of 3,753,405 common shares were outstanding and eligible to vote. The results are presented below.

Proposal 1 - Election of Class III Directors to a term ending in 2021.

| Nominee: | Votes FOR | Withheld | Broker Non-votes |
|-------------------|-----------|----------|---------------------|
| Mary C. Choksi | 2,855,880 | 226,740 | 448,420 |
| Philip A. Gelston | 3,039,547 | 43,073 | 448,420 |
| Edith E. Holiday | 2,605,470 | 477,150 | 448,420 |

Proposal 2 - Approval of the advisory resolution on executive compensation.

| Votes FOR | Votes Against | Abstained | Broker Non-votes |
|-----------------|---------------|-----------|---------------------|
| 1,963,871 (64%) | 1,114,306 | 4,443 | 448,420 |

Proposal 3 - Approval of the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s Independent Registered Public Accounting Firm for 2018.

| Votes FOR | Votes Against | Abstained |
|-----------|---------------|-----------|
| 3,457,621 | 72,135 | 1,284 |

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 thereunto duly authorized.

WHITE MOUNTAINS
INSURANCE GROUP, LTD.

/s/ J. BRIAN PALMER

DATED: May 29, 2018 By: J. Brian Palmer
Managing Director and
Chief Accounting Officer