

WHITE MOUNTAINS INSURANCE GROUP LTD

Form 8-K

June 01, 2015

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 28, 2015

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))

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

White Mountains Insurance Group, Ltd. (the “Company”) held its 2015 Annual General Meeting of Members (the “2015 Annual Meeting”) on May 28, 2015 in Stockholm, Sweden.

As of April 1, 2015, the record date for the 2015 Annual Meeting, a total of 5,991,584 common shares were eligible to vote; however, in accordance with the Company’s Bye-laws, direct and constructive holders of common shares whose votes would otherwise confer 10% or more of the votes conferred by all the issued shares of the Company are subject to a cut-back that reduces their total voting power to under 10%. The results of the vote, after applying the voting cut-backs which are required by the Company’s Bye-laws, are presented below.

Proposal 1 - Election of the Class III Directors to a term ending in 2018.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|-----------------------|-----------|----------------|------------------|
| A. Michael Frinquelli | 4,197,468 | 55,542 | 379,393 |
| Edith E. Holiday | 4,035,179 | 217,831 | 379,393 |

Proposal 2 - Election of Directors of Sirius International Insurance Corporation.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|----------------------|-----------|----------------|------------------|
| Monica Cramér-Manhem | 4,233,336 | 19,674 | 379,393 |
| Jeffrey Davis | 4,215,012 | 37,998 | 379,393 |
| Lars Ek | 4,214,832 | 38,178 | 379,393 |
| Brian Kensil | 4,215,014 | 37,996 | 379,393 |
| Jan Onselius | 4,215,398 | 37,612 | 379,393 |
| Allan Waters | 4,231,085 | 21,925 | 379,393 |

Proposal 3 - Election of Directors of HG Re Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|---------------|-----------|----------------|------------------|
| Sheila Nicoll | 4,232,932 | 20,078 | 379,393 |
| Kevin Pearson | 4,214,947 | 38,063 | 379,393 |
| Warren Trace | 4,214,882 | 38,128 | 379,393 |
| Allan Waters | 4,215,125 | 37,885 | 379,393 |

Proposal 4 - Election of Directors of White Mountains Life Reinsurance (Bermuda) Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|------------------|-----------|----------------|------------------|
| Jennifer Pitts | 4,232,937 | 20,073 | 379,393 |
| Christine Repasy | 4,233,100 | 19,910 | 379,393 |
| Warren Trace | 4,233,044 | 19,966 | 379,393 |
| Allan Waters | 4,233,326 | 19,684 | 379,393 |

Proposal 5 - Election of Directors of White Shoals Re Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|------------------|-----------|----------------|------------------|
| Christine Repasy | 4,232,731 | 20,279 | 379,393 |
| Warren Trace | 4,214,894 | 38,116 | 379,393 |
| Allan Waters | 4,215,469 | 37,541 | 379,393 |

Proposal 6 - Election of Directors of Olympus Reinsurance Company Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|------------------|-----------|----------------|------------------|
| Sheila Nicoll | 4,232,904 | 20,106 | 379,393 |
| Christine Repasy | 4,233,152 | 19,858 | 379,393 |
| Warren Trace | 4,232,963 | 20,047 | 379,393 |

Proposal 7 - Election of Directors of Star Re Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|----------------------|-----------|----------------|------------------|
| Monica Cramér-Manhem | 4,249,236 | 3,774 | 379,393 |
| Christine Repasy | 4,249,192 | 3,818 | 379,393 |
| Warren Trace | 4,248,750 | 4,260 | 379,393 |
| Allan Waters | 4,249,326 | 3,684 | 379,393 |

Proposal 8 - Election of Directors of Alstead Reinsurance (SAC) Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|------------------|-----------|----------------|------------------|
| Stuart Liddell | 4,249,077 | 3,933 | 379,393 |
| Sheila Nicoll | 4,249,245 | 3,765 | 379,393 |
| Christine Repasy | 4,249,165 | 3,845 | 379,393 |
| Warren Trace | 4,248,726 | 4,284 | 379,393 |

Proposal 9 - Election of Directors of Sirius Bermuda Insurance Company Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|----------------------|-----------|----------------|------------------|
| Monica Cramér-Manhem | 4,249,167 | 3,843 | 379,393 |
| Jan Onselius | 4,230,645 | 22,365 | 379,393 |
| Warren Trace | 4,231,003 | 22,007 | 379,393 |
| Allan Waters | 4,231,032 | 21,978 | 379,393 |

Proposal 10 - Election of Directors of White Mountains Re Sirius Capital Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|--------------------|-----------|----------------|------------------|
| Michael Dashfield | 4,230,769 | 22,241 | 379,393 |
| Lars Ek | 4,230,925 | 22,085 | 379,393 |
| Göran Thorstensson | 4,231,053 | 21,957 | 379,393 |
| Allan Waters | 4,231,274 | 21,736 | 379,393 |

Proposal 11 - Election of Directors of Split Rock Insurance, Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|--------------------|-----------|----------------|------------------|
| Christopher Garrod | 4,249,053 | 3,957 | 379,393 |
| Sarah Kolar | 4,249,290 | 3,720 | 379,393 |
| Sheila Nicoll | 4,249,097 | 3,913 | 379,393 |
| John Treacy | 4,249,123 | 3,887 | 379,393 |

Proposal 12 - Election of Directors for any new non-United States operating subsidiary.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|------------------|-----------|----------------|------------------|
| Raymond Barrette | 4,231,922 | 21,088 | 379,393 |
| David Foy | 4,231,049 | 21,961 | 379,393 |
| Jennifer Pitts | 4,249,733 | 3,277 | 379,393 |
| Warren Trace | 4,231,055 | 21,955 | 379,393 |

Proposal 13 - Approval of the advisory resolution on executive compensation.

| Votes FOR | Votes Against | Abstained | Broker Non-votes |
|-----------|---------------|-----------|------------------|
| 4,083,582 | 118,604 | 50,824 | 379,393 |

Proposal 14 - Approval of the appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2015.

| Votes FOR | Votes Against | Abstained |
|-----------|---------------|-----------|
| 4,584,467 | 46,511 | 1,425 |

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
J. Brian Palmer
Managing Director and
Chief Accounting Officer

DATED: June 1, 2015

By: