



**(Former Name or Former Address, if Changed Since Last Report)**

**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 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 8.01. Other Events.**

On August 6, 2014, Federated National Holding Company (the “Company”) issued a press release announcing the closing of its offering of 2,358,975 shares of common stock, which includes 307,692 shares sold pursuant to the exercise in full of the 30-day option granted to the underwriters to cover overallotments, at a price to the public of \$19.50 per share. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Federated National Holding Company Press Release dated August 6, 2014.

**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.

FEDERATED NATIONAL HOLDING  
COMPANY

Date: August 6, 2014 By: /s/ Peter J. Prygelski, III  
Name: Peter J. Prygelski, III  
Title: Chief Financial Officer and Treasurer

**EXHIBIT INDEX**

**Exhibit No. Exhibit Title**

99.1            Federated National Holding Company Press Release dated August 6, 2014