

Protective Insurance Corp
Form 8-K
February 26, 2019

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): February 22, 2019
Protective Insurance Corporation
(Exact Name of Registrant as Specified in Charter)

<u>Indiana</u>	<u>0-5534</u>	<u>35-0160330</u>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

<u>111 Congressional Boulevard, Carmel IN</u>	<u>46032</u>
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code 317-636-9800

Not Applicable
(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 communication 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.

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

At its special meeting on February 22, 2019, the Board of Directors of Protective Insurance Corporation adopted and approved an amendment and restatement of Article 4, Section 4.2 of its Code of Bylaws. As amended and restated, Article 4, Section 4.2 now reads as follows:

Section 4.2. Number and Terms of Office. There shall be no less than six (6) but no more than nine (9) Directors of the Corporation, who shall be elected at each annual meeting of the shareholders, to serve for a term of one (1) year and until their successors shall be chosen and qualified, or until removal, resignation or death. If the annual meeting of the shareholders is not held at the time designated in this Code of By-Laws, such failure shall not cause any defect in the existence of the Corporation, and the Directors then in office shall hold over until their successors shall be chosen and qualified.

This section was amended to remove the provision which set the number of directors at ten (10), and to instead provide for an allowable range of the number of directors as provided above.

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.

PROTECTIVE INSURANCE CORPORATION

February 26, 2019
John D. Nichols, Jr.
Interim Chief Executive Officer &
Chairman of the Board of Directors

By: /s/ John D. Nichols, Jr.