

HCC INSURANCE HOLDINGS INC/DE/  
Form 8-K  
June 01, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **May 25, 2011**

**HCC INSURANCE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-13790**  
(Commission File Number)

**76-0336636**  
(I.R.S. Employer  
Identification No.)

**13403 Northwest Freeway**

**Houston, Texas 77040**

(Address of principal executive offices, including zip code)

**(713) 690-7300**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K 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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 25, 2011, the compensation committee (the Compensation Committee) of the board of directors (the Board) of HCC Insurance Holdings, Inc. (the Company) granted Christopher J.B. Williams 31,056 shares of time-vesting restricted stock and 93,168 shares of performance-vesting restricted stock. The grant was made in connection with Mr. Williams' recent appointment as President of the Company. The time-vesting restricted stock vests, subject to Mr. Williams' continued employment with the Company, on April 30, 2016. The performance-vesting restricted stock vests, subject to Mr. Williams' continued employment with the Company, on April 30, 2016 based on the Company's achievement of compound annual growth in book value as compared to a designated peer group during the period from January 1, 2012 through December 31, 2015, according to the following schedule:

| Company Growth Rate vs. Median Peer |              |
|-------------------------------------|--------------|
| Company Growth Rate                 | % Vesting    |
| < 100%                              | 0%           |
| = 100%                              | 33.3%        |
| > 100% and < 120%                   | Interpolated |
| ≥ 120%                              | 100%         |

For purposes of Mr. Williams' performance-vesting restricted stock, book value is determined as follows: (i) the total value of such entity's stockholders' equity, including dividends declared but excluding (1) any cumulative effect of accounting change (either positive or negative) and (2) accumulated other comprehensive income (as defined in the award agreement); *divided by* (ii) the total number of shares of common stock that are issued and outstanding on the date for which book value is being computed.

Dividends will be payable on both the time-vesting and the performance vesting restricted stock during the vesting period.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 26, 2011, the Company held its 2011 Annual Meeting of Stockholders (the Annual Meeting). During the Annual Meeting, stockholders were asked to consider and vote upon four proposals: (1) the election of eleven nominees to serve as members of the Company's Board for a one-year term expiring at the annual meeting of stockholders in 2012 and until their successors are duly elected and qualified, (2) an advisory vote on the compensation of the Company's named executive officers, (3) an advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers, and (4) the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011.

On the record date of April 6, 2011, there were 114,743,056 shares of the Company's common stock issued and outstanding and entitled to be voted at the Annual Meeting. For each proposal, the results of the stockholder voting were as follows:

1. Election of eleven nominees to serve as members of the Board for a one-year term:

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| <b>Nominee</b>            | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------------|------------------|-----------------------|-------------------------|
| Judy C. Bozeman           | 96,262,187       | 2,855,921             | 4,676,421               |
| Frank J. Bramanti         | 98,819,863       | 298,245               | 4,676,421               |
| Walter M. Duer            | 99,013,932       | 104,176               | 4,676,421               |
| James C. Flagg, Ph.D.     | 99,014,009       | 104,099               | 4,676,421               |
| Thomas M. Hamilton        | 95,309,970       | 3,808,138             | 4,676,421               |
| Leslie S. Heisz           | 98,378,034       | 740,074               | 4,676,421               |
| Deborah H. Midanek        | 98,383,445       | 734,663               | 4,676,421               |
| John N. Molbeck, Jr.      | 99,002,548       | 115,560               | 4,676,421               |
| James E. Oesterreicher    | 96,931,587       | 2,186,521             | 4,676,421               |
| Robert A. Rosholt         | 99,011,918       | 106,190               | 4,676,421               |
| Christopher J.B. Williams | 96,468,946       | 2,649,162             | 4,676,421               |

2. Advisory vote on the compensation of the Company's named executive officers:

| Votes For  | Votes Against | Abstain   | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 91,498,449 | 6,240,623     | 1,379,036 | 4,676,421        |

3. Advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers:

| 3 Years    | 2 Years | 1 Year     | Abstain   |
|------------|---------|------------|-----------|
| 11,579,917 | 259,941 | 85,946,577 | 1,331,673 |

4. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011:

| Votes For   | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 101,842,827 | 1,929,374     | 22,328  | n/a              |

**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 hereunto duly authorized.

HCC Insurance Holdings, Inc.

By: /s/ Randy D. Rinicella  
Randy D. Rinicella  
Senior Vice President, General Counsel & Secretary

DATED: June 1, 2011