

National Interstate CORP  
Form 8-K  
May 08, 2013

**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**

**Date of Report (Date of earliest event reported):**

**May 2, 2013**

**NATIONAL INTERSTATE CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**Ohio**  
**(State or Other Jurisdiction)**

**000-51130**  
**(Commission)**

**34-1607394**  
**(I.R.S. Employer)**

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of Incorporation)

File Number)  
3250 Interstate Drive

Identification No.)

Richfield, Ohio 44286-9000

(Address of principal executive offices including Zip Code)

(330) 659-8900

(Registrant's telephone number, including area code)

(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:

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

On May 2, 2013, the shareholders of National Interstate Corporation (the Company) approved an Amendment to the Company's Long Term Incentive Plan (the Plan), under which 500,000 shares were added to the Plan.

The Plan, as amended, is attached as Exhibit 10.1 to this Current Report on Form 8-K.

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

The Annual Meeting of Shareholders of the Company was held on May 2, 2013. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

1. *Election of Directors.* The shareholders of the Company voted on a cumulative basis and elected the following six Class I directors, each to serve until the 2015 Annual Meeting of Shareholders or until their successor is duly elected and qualified: Joseph E. (Jeff) Consolino, Gary J. Gruber, Donald D. Larson, David W. Michelson, Donald W. Schwegman, and Michael A. Spachman. The following is a breakdown of the voting results:

| DIRECTOR                   | VOTES FOR <sup>1</sup> | VOTES WITHHELD |
|----------------------------|------------------------|----------------|
| Joseph E. (Jeff) Consolino | 17,382,818             | 1,805,786      |
| Theodore H. Elliott, Jr.   | 9,207,645              | 415,413        |
| Gary J. Gruber             | 17,306,683             | 1,805,356      |
| Donald D. Larson           | 17,377,740             | 1,808,506      |
| David W. Michelson         | 17,211,840             | 1,452,696      |
| Donald W. Schwegman        | 17,294,847             | 236,366        |
| Michael A. Spachman        | 16,874,274             | 0              |

<sup>1</sup>Votes for are represented on a cumulative voting basis.

There were 552,848 broker non-votes for Proposal No. 1.

Michael A. Spachman was duly appointed to the Company's Audit Committee at a Board of Directors meeting on May 2, 2013, following the Annual Meeting of Shareholders.

2. *Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm.* The shareholders of the Company ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm. The following is a breakdown of the voting results:

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
|------------|---------------|-------------|-----------|
| 19,356,478 | 64,618        | 19,052      | 0         |

3. *Advisory Vote on Executive Compensation.* The shareholders of the Company voted to approve the following advisory (non-binding) proposal:

RESOLVED, that the shareholders of National Interstate Corporation approve, on an advisory basis, the compensation of the named executive officers as disclosed in the Company's 2013 Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which includes the Compensation Discussion and Analysis, the compensation tables and any related material).

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
|------------|---------------|-------------|-----------|
| 18,676,357 | 191,570       | 19,373      | 552,848   |

4. *Approval of Amendment to Long Term Incentive Plan.* The shareholders of the Company voted to approve an Amendment to the Plan to add 500,000 shares to the Plan.

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
|------------|---------------|-------------|-----------|
| 16,621,695 | 2,246,332     | 19,273      | 552,848   |

**ITEM 8.01 Other Events.**

On May 2, 2013, the Board of Directors of the Company approved a dividend of \$0.11 per common share, payable on June 11, 2013 to shareholders of record of the Company's common shares as of the close of business on May 24, 2013.

A copy of the Company's press release announcing the dividend is attached hereto as Exhibit 99.1.

**ITEM 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

- 10.1 Long Term Incentive Plan, as amended
- 99.1 Press Release of National Interstate Corporation dated May 8, 2013

**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.

**National Interstate Corporation**

By: /s/ Arthur J. Gonzales  
Arthur J. Gonzales  
Vice President, General Counsel and Secretary

Date: May 8, 2013