

MARKEL CORP
Form 425
February 19, 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): February 15, 2013

Markel Corporation

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

001-15811
(Commission
File Number)

54-1959284
(IRS Employer
Identification No.)

Edgar Filing: MARKEL CORP - Form 425

4521 Highwoods Parkway

Glen Allen, Virginia
(Address of principal executive offices)

Registrant's telephone number, including area code: (804) 747-0136

23060-6148
(Zip Code)

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:

- 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.

As set forth in the December 19, 2012 Form 8-K of Markel Corporation (Markel) filed with the Securities and Exchange Commission (the SEC), on December 18, 2012, Markel entered into an Agreement and Plan of Merger (the Merger Agreement) with Alterra Capital Holdings Limited (Alterra) and Commonwealth Merger Subsidiary Limited, a direct wholly owned subsidiary of Markel (Merger Sub), under which Merger Sub will merge with and into Alterra (the Merger), with Alterra as the surviving company (the Surviving Company) becoming a wholly owned subsidiary of Markel.

On February 8, 2013, Alterra stockholder Louisiana Municipal Police Employees Retirement System (the Plaintiff) filed a complaint in the United States District Court for the Southern District of New York, purportedly on behalf of itself and other stockholders of Alterra, against Alterra, Alterra s board of directors, Markel and Merger Sub. The complaint alleges in relevant part that the joint proxy statement filed by Alterra and Markel on January 18, 2013 omits allegedly material information in violation of Section 14(a) of the Securities Exchange Act of 1934 (Section 14(a)). Plaintiff simultaneously requested leave to file a motion for preliminary injunction seeking to enjoin the vote of Alterra stockholders on the proposed merger on the basis of the alleged violation of Section 14(a). Markel believes that plaintiff s claims are without merit. On February 15, 2013, the parties entered into a settlement agreement in which Alterra agreed to make certain supplemental disclosures to its stockholders and on February 15, 2013 Alterra filed with the SEC Supplement no. 1 to Alterra s definitive joint proxy statement/prospectus (Supplement no. 1), which supplements the definitive joint proxy statement/prospectus on Schedule 14A filed with the SEC by Alterra on January 18, 2013.

A copy of this Supplement no. 1 is filed as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No. Description

99.1 Supplement no. 1 to Alterra s definitive joint proxy statement/prospectus dated February 15, 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.

MARKEL CORPORATION

February 15, 2013

By: /s/ D. Michael Jones
Name: D. Michael Jones
Title: General Counsel

Exhibit Index

| Exhibit No. | Description |
|----------------|--|
| 99.1 | Supplement no. 1 to definitive joint proxy statement/prospectus dated February 15, 2013. |