

SAFETY INSURANCE GROUP INC
Form SC 13G/A
February 14, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Safety Insurance Group, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

78648T100
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 78648t100

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	SRB Corporation 04-2968130
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Massachusetts
	5	SOLE VOTING POWER 0
NUMBER OF SHARES	6	SHARED VOTING POWER 1,444,765
BENEFICIALLY OWNED BY EACH	7	SOLE DISPOSITIVE POWER 0
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER 1,444,765
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,444,765
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	9.39% *
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CO

* Based on 15,389,412 shares of Common Stock outstanding as of November 5, 2013, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2013 filed with the Securities and Exchange Commission on November 12, 2013.

CUSIP NO. 78648T100

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	The Plymouth Rock Company Incorporated 04-2773663																
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>																
3	SEC USE ONLY																	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Massachusetts																
<table border="0" style="width: 100%;"> <tr> <td style="width: 25%;"></td> <td style="width: 5%; text-align: center;">5</td> <td style="width: 65%;">SOLE VOTING POWER</td> <td style="width: 5%; text-align: right;">0</td> </tr> <tr> <td style="vertical-align: top;">NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</td> <td style="text-align: center;">6</td> <td>SHARED VOTING POWER</td> <td style="text-align: right;">488,668</td> </tr> <tr> <td></td> <td style="text-align: center;">7</td> <td>SOLE DISPOSITIVE POWER</td> <td style="text-align: right;">0</td> </tr> <tr> <td></td> <td style="text-align: center;">8</td> <td>SHARED DISPOSITIVE POWER</td> <td style="text-align: right;">488,668</td> </tr> </table>				5	SOLE VOTING POWER	0	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	488,668		7	SOLE DISPOSITIVE POWER	0		8	SHARED DISPOSITIVE POWER	488,668
	5	SOLE VOTING POWER	0															
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	488,668															
	7	SOLE DISPOSITIVE POWER	0															
	8	SHARED DISPOSITIVE POWER	488,668															
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	488,668																
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="checkbox"/>																
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	3.18% *																
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CO																

* Based on 15,389,412 shares of Common Stock outstanding as of November 5, 2013, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2013 filed with the Securities and Exchange Commission on November 12, 2013.

CUSIP NO. 78648T100

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	Palisades Safety and Insurance Association 22-3180609
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	New Jersey
	5	SOLE VOTING POWER 0
NUMBER OF SHARES	6	SHARED VOTING POWER 956,097
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 956,097
	9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 956,097
	10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
	11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.21% *
	12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO

* Based on 15,389,412 shares of Common Stock outstanding as of November 5, 2013, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2013 filed with the Securities and Exchange Commission on November 12, 2013.

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Schedule 13G

Item Name of Issuer:

1(a).

Safety Insurance Group, Inc.

Item Address of Issuer's Principal Executive Offices:

1(b).

20 Custom House Street
Boston, MA 02110

Item Name of Persons Filing:

2(a)

This statement relates to shares of Common Stock of the Issuer held by the following:

(1) SRB Corporation, a Massachusetts corporation ("SRB"), which is a direct wholly-owned subsidiary of The Plymouth Rock Company Incorporated, a Massachusetts corporation ("PRC"). SRB serves as investment manager to each of PRSC, PRAC, PIC, BHIC, PSIA, HPSIC, HPPCI and HPPI (as defined below) and, in such capacity, may be deemed to have voting and dispositive power over the shares held for the accounts of these entities.

(2) PRC, for the accounts of the following entities:

- (i) Plymouth Rock Security Corporation, a Massachusetts corporation ("PRSC");
- (ii) Plymouth Rock Assurance Corporation, a Massachusetts corporation ("PRAC");
- (iii) Pilgrim Insurance Company, a Massachusetts corporation ("PIC"); and
- (iv) Bunker Hill Insurance Company, a Massachusetts corporation ("BHIC").

PRSC, PRAC and BHIC are direct wholly-owned subsidiaries of PRC. PIC is a direct wholly-owned subsidiary of SRB.

(3) Palisades Safety and Insurance Association, a New Jersey reciprocal insurance exchange ("PSIA"), for its own account and for the accounts of the following entities owned by it:

- (i) High Point Safety and Insurance Company, a New Jersey corporation ("HPSIC");
- (ii) High Point Property and Casualty Insurance Company, a New Jersey corporation ("HPSIC"); and

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- (iii) High Point Preferred Insurance Company, a New Jersey corporation ("HPPIC"). HPSIC and HPPCI are direct wholly-owned subsidiaries of HPPCIC, which is a direct wholly-owned subsidiary of PSIA. Plymouth Rock Management Company of New Jersey, a New Jersey corporation ("PRNJ"), is the attorney-in-fact for PSIA. PRNJ is an indirect wholly-owned subsidiary of SRB. SRB, PRC and PSIA are referred to herein collectively as the "Reporting Persons." The Reporting Persons are making this single, joint filing because they may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), this filing shall not, however, be deemed an affirmation that such a group exists for the purposes of the Act or for any other purpose, and each Reporting Person expressly disclaims beneficial ownership of any securities beneficially owned by any other person. The agreement among the Reporting Persons to file jointly is attached hereto as Exhibit A.

Item 2(b) SRB: 125 High Street, Oliver Street Tower, 9th Floor, Boston, MA 02110
PRC: 695 Atlantic Avenue, 6th Floor, Boston, MA 02111
PSIA: 200 Connell Drive, Suite 3000, Berkeley Heights, NJ 07922

Item 2(c) Citizenship:

SRB: Massachusetts
PRC: Massachusetts
PSIA: New Jersey

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e) CUSIP Number:

78648T100

Item 3. SEC use only

Item 4. Ownership

The information set forth in Rows 5 through 11 of the cover pages to this Schedule 13G is incorporated herein by reference for each Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

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Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. See Item 2(a)

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item Certification

10.

By signing below the undersigned certify that, to the best of their knowledge and belief, the securities referred to in this statement were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

SRB CORPORATION

By: /s/ Frederick C. Childs
Name: Frederick C. Childs
Title: Vice President

THE PLYMOUTH ROCK COMPANY INCORPORATED

By: /s/ Colleen M. Granahan
Name: Colleen M. Granahan
Title: Vice President

PALISADES SAFETY AND INSURANCE ASSOCIATION

By: Plymouth Rock Managed Company of New Jersey, its
Attorney-in-Fact

By: /s/ Carl A. Peterson
Name: Carl A. Peterson
Title: Chief Legal Officer & Secretary

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G to which this Agreement is annexed as Exhibit A, and any amendments thereto, is and will be filed on behalf of each of them in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 14, 2014

SRB CORPORATION

By: /s/ Frederick C. Childs
Name: Frederick C. Childs
Title: Vice President

THE PLYMOUTH ROCK COMPANY INCORPORATED

By: /s/ Colleen M. Granahan
Name: Colleen M. Granahan
Title: Vice President

PALISADES SAFETY AND INSURANCE ASSOCIATION

By: Plymouth Rock Managed Company of New Jersey, its
Attorney-in-Fact

By: /s/ Carl A. Peterson
Name: Carl A. Peterson
Title: Chief Legal Officer & Secretary

