

NAVIGATORS GROUP INC  
Form DEFA14A  
April 10, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

The Navigators Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) **Aggregate number of securities to which transaction applies:**

(3) **Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):**

(4) **Proposed maximum aggregate value of transaction:**

(5) **Total fee paid:**

**Fee paid previously with preliminary materials.**

**Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

(1) **Amount Previously Paid:**

(2) **Form, Schedule or Registration Statement No.:**

(3) **Filing Party:**

(4) **Date Filed:**

\*\*\* Exercise Your *Right to Vote* \*\*\*

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 22, 2014**

*THE NAVIGATORS GROUP, INC.*

*THE NAVIGATORS GROUP, INC.*

*ATTN: EMILY MINER*

*400 ATLANTIC STREET, 8th FLOOR*

*STAMFORD, CT 06901*

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 24, 2014  
**Date:** May 22, 2014      **Time:** 10:00 AM EDT  
**Location:** Office of the Company  
400 Atlantic Street, 8th Floor  
Stamford, CT 06901

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

- 1. Annual Report
- 2. Notice & Proxy Statement

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL\**: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 09, 2014 to facilitate timely delivery.

**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

The form consists of a vertical grey bar on the left side of the page. To the right of this bar, there are three vertical grey bars of varying heights. From the base of these vertical bars, horizontal lines extend across the page. There are four horizontal lines in total, each starting from a vertical bar and extending to the right edge of the page. The lines are evenly spaced and appear to be part of a table or a list structure.

**Voting items**

**The Board of Directors recommends you vote FOR the following:**

**1. Election of Directors Nominees**

01 Saul L. Basch 02 H.J. Mervyn Blakely 03 Lawrence N. Deeks 04 Stanley A. Galanski 05 Geoffrey E. Johnson  
06 John F. Kirby 07 Robert V. Modell 08 David M. Platter 09 Janice C. Tomlinson 10 Marc M. Tract

**The Board of Directors recommends you vote FOR proposals 2 and 3.**

- 2 Pass an advisory resolution on executive compensation.
- 3 Ratify the appointment of KPMG LLP as the independent auditors of the Company to examine and report on the  
December 31, 2014 financial statements.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

