

MEADOWBROOK INSURANCE GROUP INC

Form 8-K

July 09, 2007

**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): July 9, 2007  
MEADOWBROOK INSURANCE GROUP, INC.  
(Exact Name of Registrant as Specified in Charter)**

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

**38-2626206**  
(I.R.S. Employer Identification Number)

**1-14094**  
(Commission File Number)

**26255 American Drive**  
**Southfield, Michigan**  
(Address of Principal  
Executive Offices)

**48034**  
(Zip Code)

**(248) 358-1100**

**(Registrant's Telephone Number, Including Area Code)**

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))
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**ITEM 7.01 REGULATION FD DISCLOSURE**

The Company's press release issued on July 9, 2007 provided certain information regarding the Company's anticipated full year 2007 and 2008 financial results. A copy of the press release is furnished herewith as Exhibit 99.1.

The statements made by the Company under this item constitute forward-looking statements. Please refer to the Company's most recent Form 10-K, Form 10-Q, and other Securities and Exchange Commission filings for more information on risk factors. Actual results could differ materially. These forward-looking statements involve risks and uncertainties including, but not limited to, the following: the frequency and severity of claims; uncertainties inherent in reserve estimates; catastrophic events; a change in the demand for, pricing of, availability or collectibility of reinsurance; increased rate pressure on premiums; the ability to obtain rate increases in current market conditions; investment rate of return; changes in and adherence to insurance regulation; actions taken by regulators, rating agencies or lenders; attainment of certain processing efficiencies; changing rates of inflation; and general economic conditions. The Company is not under any obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

The information in this Item 7.01, including the information regarding the Company's anticipated full year 2007 and 2008 financial results set forth in Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**ITEM 8.01. OTHER EVENTS**

On July 9, 2007, Meadowbrook Insurance Group, Inc. issued a press release announcing its plans to offer 7,250,000 shares of common stock in an underwritten public offering under its recently filed shelf registration statement. Of these shares, 5,500,000 shares are expected to be offered by the Company and 1,750,000 shares are expected to be offered by the Company's chairman, Mr. Merton Segal, his wife, or her trust. The Company will not receive any of the proceeds from the sale of shares by Mr. Segal, Mrs. Segal, or her trust. A copy of the press release is furnished herewith as Exhibit 99.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

- a. None.
- b. None.
- c. None.
- d. The following document is furnished as an Exhibit to this Current Report on Form 8-K pursuant to Item 601 of Regulation S-K:

99.1 Press Release, dated July 9, 2007.

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**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.

Dated: July 9, 2007

MEADOWBROOK INSURANCE GROUP,  
INC.

**(Registrant)**

By: /s/ Karen M. Spaun  
Karen M. Spaun, Chief Financial  
Officer

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**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Document Description</u></b> |
|---------------------------|------------------------------------|
| 99.1                      | Press Release, dated July 9, 2007. |