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PROASSURANCE CORP
Form 425
January 09, 2006

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): January 4, 2006

ProAssurance Corporation
(Exact name of registrant as specified in its charter)

| | | |
|--------------------------|-----------------------|-------------------------|
| Delaware | 001-16533 | 63-1261433 |
| (State of Incorporation) | (Commission File No.) | (IRS Employer I.D. No.) |

| | |
|--|------------|
| 100 Brookwood Place, Birmingham, Alabama | 35209 |
| (Address of Principal Executive Office) | (Zip code) |

Registrant's telephone number, including area code: (205) 877-4400

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 Securities Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-(c) under the Exchange Act (17CFR 240.13e-(c))

Item 1.01. Entry into a Material Definitive Agreement

See Item 2.01 for a discussion of modifications to documents governing the employment of Mr. Lynn Kalinowski. Reference is made to Exhibits 2.2 and 2.3 to this Current Report on Form 8-K and is incorporated in this Item by reference.

Item 2.01. Completion of Acquisition or Disposition of Assets.

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On January 4, 2006, ProAssurance completed the sale of MEEMIC Insurance Company ("MEEMIC") and MEEMIC Insurance Services Corporation (together with MEEMIC, the "Companies") to Motors Insurance Company, a wholly-owned subsidiary of GMAC Insurance Holdings, Inc. (the "Buyer"). The transaction is worth \$400 million to ProAssurance, before transaction expenses. Approximately \$325 million was paid by the Buyer at closing and approximately \$75 million was retained in MEEMIC's parent company, MEEMIC Holdings, Inc., which remains a part of ProAssurance and was renamed MEMH Holdings, Inc. as part of the transaction. Substantially all of the assets retained at MEMH Holdings are cash and investment securities.

MEMH Holdings is owned by ProNational Insurance Company ("ProNational"), one of ProAssurance's operating subsidiaries, and all proceeds from the sale will be distributed over time to ProNational. Proceeds not needed at ProNational will then be distributed to ProAssurance, subject to regulatory approval.

The sale was completed under the terms of a Stock Purchase Agreement dated as of November 4, 2005. The Stock Purchase Agreement was filed as Exhibit 2.1 to ProAssurance's Current Report on Form 8K dated November 4, 2005, and is incorporated by reference in this Item and in this filing as Exhibit 2.1.

The effective date of the transaction is January 1, 2006. MEEMIC will be accounted for as discontinued operations when ProAssurance reports 2005 results.

In connection with the successful completion of the transaction, ProAssurance paid Lynn M. Kalinowski, as president of both of the Companies, a success fee pursuant to a Letter Agreement between ProAssurance and Lynn Kalinowski, dated November 4, 2005. The Letter Agreement was filed as Exhibit 10.1 to ProAssurance's Current Report on Form 8K dated November 4, 2005, and is incorporated by reference in this Item and in this filing as Exhibit 2.2. The Letter Agreement was modified at the closing to terminate Mr. Kalinowski's severance agreement, thus allowing him to receive an accelerated payment of the success fee. A copy of the revised agreement is filed as Exhibit 2.3 to this filing and is incorporated in this Item by reference.

For further information, reference is made to the news release dated January 4, 2006 which is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated in this Item by reference.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

As a result of the closing of the transaction, Mr. Kalinowski is no longer an employee of ProAssurance, although he remains employed by the Companies. Reference is made to Exhibits 2.2 and 2.3 to this Current Report on Form 8-K and is incorporated in this Item by reference.

Item 7.01. Regulation FD Disclosure

On January 4, 2006, ProAssurance completed the sale of the Companies to Buyer. A copy of the news release announcing the completion of the transaction, is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated in this Item by reference.

Item 9.01. Financial Statements and Exhibits.

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(a) Pro Forma Financial Information.

The following unaudited pro forma condensed combined financial statements give effect to the sale and include Pro Forma adjustments which are described in the notes to these statements.

The unaudited pro forma condensed combined balance sheet presents the financial position of ProAssurance as of September 30, 2005, assuming that the sale had occurred as of that date. Such pro forma information is based on the historical balance sheet of ProAssurance at September 30, 2005.

The unaudited pro forma condensed combined statements of income reflect the historical results of continuing operations for ProAssurance for the periods presented. As required by Rule 11-02 of Regulation S-X, the unaudited pro forma condensed combined statements of income have been prepared assuming that the sale occurred as of the beginning of the period presented.

ProAssurance believes that the assumptions used in preparing the unaudited pro forma financial statements provide a reasonable basis for presenting all of the significant effects of the sale and that the pro forma adjustments give effect to those assumptions in the unaudited pro forma condensed combined financial statements. The unaudited pro forma financial information is presented for informational purposes only and is not necessarily indicative of the results of operations or financial position which would have been achieved had this transaction been completed as of the date indicated, nor is it necessarily indicative of ProAssurance's future results of operations or financial position.

The unaudited pro form condensed combined financial statements should be read in conjunction with the historical financial statements of ProAssurance, including the related notes thereto.

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ProAssurance Corporation
Unaudited Pro Forma Condensed Consolidated Balance Sheet
(in thousands)
Nine months ended September 30, 2005

| | ProAssurance Historical | MEEMIC Companies | | Pro Fo Adjustm |
|---|----------------------------|---------------------|---|-------------------|
| | | | | |
| Assets | | | | |
| Investments: | | | | |
| Fixed maturities available for sale, at fair value | \$ 2,613,232 | \$ (300,199) | A | \$ 25 |
| Equity securities available for sale, at fair value | 19,385 | (6,138) | A | |
| Equity securities, trading portfolio, at fair value | 4,824 | | | |
| Real estate, net | 25,383 | (8,548) | A | |
| Short-term investments | 150,404 | | | |
| Business owned life insurance | 55,856 | | | |
| Other | 46,142 | | | |
| | | | | |
| Total investments | 2,915,226 | (314,885) | | 25 |
| Cash and cash equivalents | 30,137 | (12,660) | A | 309 |
| Premiums and accounts receivable, net | 128,815 | (16,030) | A | |

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| | | | | |
|--|--------------|--------------|---|--------|
| Receivable from reinsurers on unpaid losses and loss adjustment expenses | 465,333 | (141,792) | A | |
| Prepaid reinsurance premiums | 19,629 | | | |
| Deferred taxes | 114,041 | (11,527) | A | |
| Other assets | 159,907 | (32,964) | A | |
| <hr/> | | | | |
| Total assets | \$ 3,833,088 | \$ (529,858) | | \$ 334 |
| <hr/> | | | | |
| Liabilities and Stockholders' Equity | | | | |
| Liabilities: | | | | |
| Policy liabilities and accruals: | | | | |
| Reserve for losses and loss adjustment expenses | \$ 2,394,631 | \$ (219,001) | A | |
| Unearned premiums | 353,291 | (67,932) | A | |
| Reinsurance premiums payable | 77,148 | (460) | A | |
| <hr/> | | | | |
| Total policy liabilities | 2,825,070 | (287,393) | | |
| Other liabilities | 102,380 | (19,219) | | |
| Long-term debt | 167,166 | | | |
| <hr/> | | | | |
| Total liabilities | 3,094,616 | (306,612) | | |
| Commitments and Contingencies | | | | |
| Stockholders' equity: | | | | |
| Common stock | 312 | | | |
| Additional paid-in capital | 387,163 | | | |
| Accumulated other comprehensive (loss) income | (114) | (1,252) | D | |
| Retained earnings | 351,167 | | | 112 |
| <hr/> | | | | |
| | 738,528 | (1,252) | | 112 |
| Less treasury stock, at cost | (56) | | | |
| <hr/> | | | | |
| Total stockholders' equity | 738,472 | (1,252) | | 112 |
| <hr/> | | | | |
| Total liabilities and stockholders' equity | \$ 3,833,088 | \$ (307,864) | | \$ 112 |
| <hr/> | | | | |

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ProAssurance Corporation
 Unaudited Pro Forma Condensed Consolidated Income Statement
 Nine months ended September 30, 2005
 (in thousands except per share data)

| | ProAssurance Historical | MEEMIC Companies (F) | Pro F |
|-----------|----------------------------|----------------------------|-------|
| <hr/> | | | |
| Revenues: | | | |

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| | | | |
|---|------------|--------------|-------|
| Net premiums earned | \$ 536,639 | \$ (141,082) | \$ 39 |
| Net investment income | 79,646 | (9,337) | 7 |
| Net realized investment gains (losses) | 1,761 | (446) | |
| Other income | 4,612 | (1,925) | |
| Total revenues | 622,658 | (152,790) | 46 |
| Expenses: | | | |
| Net losses and loss | | | |
| Adjustment expenses | 412,931 | (81,458) | 33 |
| Underwriting, acquisition | | | |
| and insurance expenses | 94,021 | (33,430) | 6 |
| Interest expense | 6,457 | | |
| Total expenses | 513,409 | (114,888) | 39 |
| Income from continuing operations before | | | |
| income taxes | 109,249 | (37,902) | 7 |
| Income taxes | 30,465 | (12,242) | 1 |
| Income from continuing operations | \$ 78,784 | \$ (25,660) | \$ 5 |
| Earnings per share--from continuing operations: | | | |
| Basic | 2.65 | | |
| Diluted | 2.49 | | |
| Weighted average shares outstanding: | | | |
| Basic | 29,700 | | 29 |
| Diluted | 32,546 | | 32 |

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ProAssurance Corporation
Unaudited Pro Forma Condensed Consolidated Income Statement
Year ended December 31, 2004
(in thousands except per share data)

| | ProAssurance Historical | MEEMIC Companies (F) | Pro Forma |
|-----------------------|----------------------------|----------------------------|------------|
| Revenues: | | | |
| Net premiums earned | \$ 696,020 | \$ (183,365) | \$ 512,655 |
| Net investment income | 87,225 | (10,879) | 76,346 |

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| | | | |
|--|-----------|-------------|-----------|
| Net realized investment gains (losses) | 7,609 | (37) | 7,572 |
| Other income | 3,699 | (2,358) | 1,341 |
| Total revenues | 794,553 | (196,639) | 597,914 |
| Expenses: | | | |
| Net losses and loss adjustment expenses | 572,881 | (112,444) | 460,437 |
| Underwriting, acquisition and insurance expenses | 117,689 | (40,548) | 77,141 |
| Interest expense | 6,515 | | 6,515 |
| Total expenses | 697,085 | (152,992) | 544,093 |
| Income from continuing operations before income taxes | 97,468 | (43,647) | 53,821 |
| Income taxes | 24,657 | (13,879) | 10,778 |
| Income from continuing operations | \$ 72,811 | \$ (29,768) | \$ 43,043 |
| Earnings per share--from continuing operations: | | | |
| Basic | 2.50 | | 1.48 |
| Diluted | 2.37 | | 1.44 |
| Weighted average shares outstanding: | | | |
| Basic | 29,164 | | 29,164 |
| Diluted | 31,984 | | 31,984 |

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Note 1 - Basis of Presentation

The unaudited pro forma balance sheet presents the financial position of ProAssurance as of September 30, 2005 assuming that the transaction occurred as of that date. Such pro forma information is based on the historical balance sheet of ProAssurance as of September 30, 2005 adjusted for the expected effects of the sale.

The unaudited pro forma condensed combined statements of income reflect the historical results of continuing operations for ProAssurance for the periods presented. As required by Rule 11-02 of Regulation S-X, the unaudited pro forma condensed combined statements of income have been prepared assuming that the sale occurred as of the beginning of the period presented. However, the pro forma adjustments do not presume any increase in investment earnings due to investment of cash proceeds from the sale.

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The following is a summary of the estimated results of the sales transaction.

| | |
|---|------------|
| Proceeds from sale: | |
| Fixed maturity securities | \$ 25,000 |
| Cash | 375,000 |
| | ----- |
| | 400,000 |
| Less: | |
| Expenses of sale, principally professional fees | 5,000 |
| | ----- |
| Net before-tax proceeds from sale | 395,000 |
| Less: | |
| Carrying value of net assets sold | 221,994 |
| | ----- |
| Estimated before-tax gain on sale | 173,006 |
| Estimated tax effect of transaction | (60,552) |
| | ----- |
| Estimated after-tax gain on sale | \$ 112,454 |
| | ===== |

Note 2--Pro Forma Adjustments

- A) Reflects reduction for amounts related to MEEMIC that were included in the ProAssurance historical balance sheet.
- B) Reflects the portion of the proceeds received in the form of fixed maturity securities, at fair value.
- C) Reflects net proceeds from sale less the expected tax effect of the transaction and proceeds received in the form of fixed maturity securities as described in B, above.
- D) Reflects reversal of accumulated other comprehensive income recognized related to investment securities held by MEEMIC.
- E) Reflects the expected after-tax gain on the sale, the calculation of which is presented in Note 1.
- F) Reflects reduction for MEEMIC operating results included in ProAssurance's historical income statements for the periods shown.

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(b) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 2.1 | Stock Purchase Agreement dated as of November 4, 2005, among Motors Insurance Corporation, MEEMIC Insurance Services Corporation, MEEMIC Holdings, Inc. and ProAssurance Corporation (without Exhibits & Schedules). Incorporated by |

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Reference.

- 2.2 Letter Agreement between ProAssurance and Lynn Kalinowski, dated November 4, 2005. Incorporated by Reference.
- 2.3 Cross Receipt and Release Agreement between ProAssurance, MEEMIC Holdings, Inc. and Lynn Kalinowski, dated January 4, 2006.
- 99.1 News release announcing the completion of the sale of the Companies, released on January 4, 2006. We are furnishing this exhibit in accordance with Item 7.01 of Form 8-K.

On December 8, 2005, ProAssurance Corporation ("ProAssurance") announced that it entered into a definitive agreement that provides for Physicians Insurance Company of Wisconsin ("PIC Wisconsin") to be merged into ProAssurance in a proposed all-stock transaction. This report is also being filed as a Rule 425 prospectus with respect to this proposed transaction.

ProAssurance will file with the SEC a registration statement and a proxy statement-prospectus and other relevant documents concerning the proposed transaction with PIC Wisconsin. Shareholders of PIC Wisconsin are urged to read the registration statement and the proxy statement-prospectus when they become available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, as they will contain important information. You will be able to obtain a free copy of the proxy statement-prospectus, as well as other filings containing information about ProAssurance and PIC Wisconsin, at the SEC's internet site (<http://www.sec.gov>). Copies of the proxy statement-prospectus can be obtained, without charge, by directing a request to Frank B. O'Neil, Senior Vice President, Corporation Communications, ProAssurance Corporation, 100 Brookwood Place, Birmingham, Alabama 35209, telephone (205) 877-4461.

Caution Regarding Forward Looking Statements

This report contains historical information as well as forward-looking statements that are based upon our estimates and anticipation of future events that are subject to certain risks and uncertainties that could cause actual results to vary materially from the expected results described in the forward-looking statements. The words "anticipate," "believe," "estimate," "expect," "hopeful," "intend," "may," "optimistic," "preliminary," "project," "should," "will," and similar expressions are intended to identify these forward-looking statements. There are numerous important factors that could cause our actual results to differ materially from those in the forward-looking statements. Thus, sentences and phrases that we use to convey our view of future events and trends are expressly designated as "forward-looking statements" as are sections of this news release clearly identified as giving our outlook on future business. The principal risk factors that may cause actual results to differ materially from those expressed in the forward-looking statements are described in various documents we file with the Securities and Exchange Commission, including Form 10K/A for the year ended December 31, 2004 and Form 10Q for the most recent quarter. These forward-looking statements are subject to significant risks, assumptions and uncertainties, including, among other things, the following important factors that could affect the actual outcome of future events.

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We urge you not to place undue reliance on any such forward-looking statements, which speak only as of the date made, and wish to advise readers that the factors listed above could affect our financial performance and could cause actual results for future periods to differ materially from any opinions or statements expressed with respect to periods in any current statements. We do not undertake and specifically decline any obligation to publicly release the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

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.

Date: January 9, 2006

PROASSURANCE CORPORATION

By: /s/ Edward L. Rand, Jr.

Edward L. Rand, Jr.