

SAFETY INSURANCE GROUP INC

Form SC 13G/A

February 13, 2013

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Safety Insurance Group, Inc.
(Name of Issuer)

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

78648T100
(CUSIP Number)

December 31, 2012
(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).

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

SRB Corporation
 04-2968130

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Massachusetts

5 SOLE VOTING POWER 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER 1,444,765

7 SOLE DISPOSITIVE POWER 0

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)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.43%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

The Plymouth Rock Company Incorporated
 04-2773663

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Massachusetts

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)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.19%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

Palisades Safety and Insurance Association
 22-3180609

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (SEE INSTRUCTIONS) (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION New Jersey

5 SOLE VOTING POWER 0

NUMBER OF
 SHARES 956,097
 BENEFICIALLY
 OWNED BY
 EACH

6 SHARED VOTING POWER

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) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.24%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO

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Amendment No. 2 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Commission on behalf of the Reporting Persons with respect to the Common Stock of the Issuer on March 25, 2011 and Amendment No. 1 thereto filed on January 24, 2012 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated as follows:

Item 4. Ownership

The information set forth in Rows 5 through 11 of the cover pages to this Amendment No. 2 to Schedule 13G is incorporated herein by reference. Ownership is stated as of December 31, 2012 and ownership percentages are based on 15,320,409 shares of Common Stock outstanding as of November 5, 2012, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2012 filed with the Commission on November 8, 2012.

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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 12, 2013

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 Management Company of New Jersey, its
Attorney-in-Fact

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

