

RLI CORP  
Form 8-K/A  
February 27, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

Amendment No. 1

to

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 24, 2009**

**RLI Corp.**

(Exact name of registrant as specified in its charter)

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

**001-09463**  
(Commission  
File Number)

**37-0889946**  
(IRS Employer  
Identification No.)

**9025 North Lindbergh Drive, Peoria, IL**  
(Address of principal executive offices)

**61615**  
(Zip Code)

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Registrant's telephone number, including area code: **(309) 692-1000**

**Not applicable**

(Former name or former address, if changed since last report.)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note

This Amendment No. 1 on Form 8-K amends Item 5.02(d) of the Current Report on Form 8-K filed by RLI Corp. ( RLI ) with the Securities and Exchange Commission on February 4, 2009 ( Original Form 8-K ) to provide additional information in Item 5.02(d) regarding the committees of the Board of Directors ( Board ) to which Kaj Ahlmann has been appointed and Mr. Ahlmann's independence as a director.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) As previously reported in the Original Form 8-K, effective February 1, 2009, Kaj Ahlmann was appointed to the Board. On February 24, 2009, the Board appointed Mr. Ahlmann to the Board's Strategy Committee and the Board's Finance and Investment Committee. The Board has determined that Mr. Ahlmann is an independent director under applicable rules of the New York Stock Exchange.

**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.

RLI CORP.

Date: February 27, 2009

By: /s/ Daniel O. Kennedy  
Daniel O. Kennedy  
Vice President and General Counsel