

RLI CORP  
Form 8-K  
August 16, 2018

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): August 14, 2018

RLI Corp.

(Exact name of registrant as specified in its charter)

|   |  |  |
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| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-09463<br>(Commission<br>File Number) | 37-0889946<br>(IRS<br>Employer<br>Identification<br>No.) |
|---|--|--|

|  |                     |
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| 9025 North Lindbergh Drive, Peoria, IL<br>(Address of principal executive offices) | 61615<br>(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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



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

(d) On August 14, 2018, the RLI Corp. (“RLI”) Board of Directors (“Board”) appointed Susan S. Fleming, Ph.D. and Debbie S. Roberts as members of the Board, effective August 14, 2018. Ms. Fleming will serve as a member of the Board’s Nominating/Corporate Governance and Finance and Investment Committees and Ms. Roberts will serve as a member of the Board’s Audit and Strategy Committees. The Board has determined that Ms. Fleming and Ms. Roberts are both independent directors under applicable rules of the New York Stock Exchange. Ms. Fleming and Ms. Roberts will stand for election at RLI’s next annual shareholders’ meeting in May 2019.

As non-employee members of the Board, Ms. Fleming and Ms. Roberts will receive compensation pursuant to RLI’s standard arrangements for non-employee directors.

Furnished as Exhibit 99.1 and incorporated herein by reference is a copy of the press release issued by RLI relating to the appointment of Ms. Fleming and Ms. Roberts as directors.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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Exhibit No. Description

99.1 Press Release dated August 15, 2018.

This Exhibit is furnished pursuant to Item 5.02 hereof and should not be deemed to be “filed” under the Securities Exchange Act of 1934.

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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.

Pril

RLI CORP.

Date: August 16, 2018 By: /s/ Jeffrey D. Fick  
Jeffrey D. Fick  
Sr. Vice President,  
Chief Legal Officer

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