

MARKEL CORP  
Form 8-K  
March 31, 2016

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 29, 2016

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Markel Corporation

(Exact name of registrant as specified in its charter)

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|--|-----------------------------|--------------------------------------|
| Virginia   | 001-15811                   | 54-1959284                           |
| (State or other jurisdiction<br>of incorporation)  | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 4521 Highwoods Parkway<br>Glen Allen, Virginia 23060-6148<br>(804) 747-0136<br>(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices) |                             |                                      |
| Not Applicable<br>(Former name or former address, if changed since last report.)   |                             |                                      |

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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 (see General Instruction A.2. below):

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 8.01 Other Events.

On March 29, 2016, Markel Corporation (the “Company”) executed an Underwriting Agreement and related pricing agreement (the “Underwriting Agreement”) with the underwriters named therein. Under the Underwriting Agreement, the Company is issuing \$400,000,000 aggregate principal amount of its 5.0% Senior Notes due 2046 (the “Securities”) under the Indenture dated as of June 5, 2001 (the “Indenture”), between the Company and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as trustee (the “Trustee”), relating to debt securities, as amended by a Tenth Supplemental Indenture to the Indenture, to be dated as of April 5, 2016 (the “Tenth Supplemental Indenture”). The Underwriting Agreement, the form of the Tenth Supplemental Indenture and the Computation of Earnings to Fixed Charges Ratio are filed as exhibits hereto and are incorporated herein by reference. The form of the Securities is included as Exhibit A to the form of the Tenth Supplemental Indenture.

Certain exhibits are filed herewith by the Company, in connection with the Company’s offering of the Securities pursuant to its Prospectus Supplement, dated March 29, 2016, to the Prospectus, dated March 2, 2015, filed with the Securities and Exchange Commission as part of the Registration Statement on Form S-3ASR (Registration No. 333-202428), which became effective March 2, 2015.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement and related pricing agreement, dated as of March 29, 2016, between the Company and the underwriters named therein (filed herewith)
- 4.1 Indenture, dated as of June 5, 2001, between the Company and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as Trustee (incorporated by reference from Exhibit 4.1 filed with the Commission in the Company’s report on Form 8-K dated as of June 5, 2001)
- 4.2 Form of Tenth Supplemental Indenture between the Company and the Trustee, including form of the Securities as Exhibit A (filed herewith)
- 5.1 Opinion of McGuireWoods LLP (filed herewith)
- 12.1 Computation of Earnings to Fixed Charges Ratio (filed herewith)
- 23.1 Consent of McGuireWoods LLP (contained in Exhibit 5.1 filed herewith)

SIGNATURE

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.

MARKEL CORPORATION

Date: March 31, 2016

By: /s/ Richard R. Grinnan  
Name: Richard R. Grinnan  
Title: General Counsel and Secretary

Exhibit Index

| Exhibit | Description   |
|---------|---|
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