

Item 1.01. Entry into a Material Definitive Agreement

Consulting Agreement with Carl Dorf

Following his retirement from the Board of Directors (the “Board”) of Federated National Holding Company (the “Company”) effective with the Company’s 2017 annual meeting of shareholders described below (the “Annual Meeting”), the Company has agreed to engage Carl Dorf as a consultant to the Investment Committee of the Board. Mr. Dorf served as the Chair of the Investment Committee during his tenure on the Board. Pursuant to a consulting agreement with Mr. Dorf to be effective as of October 1, 2017 (the “Consulting Agreement”), Mr. Dorf will receive a consulting fee of \$15,000 per quarter for the duration of the engagement. A copy of the consulting agreement is attached to this Current Report as Exhibit 10.1 and is incorporated herein by this reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

2017 Annual Meeting of Shareholders

On September 19, 2017, the Company held its Annual Meeting, at which the Company’s shareholders approved all of the matters proposed to the shareholders. A total of 11,809,099 of the Company’s outstanding shares of common stock, representing approximately 88% of the shares eligible to vote, were present or represented by proxy at the Annual Meeting, resulting in a quorum being present or represented at the Annual Meeting.

Set forth below are the number of votes cast for or against, and any abstentions or broker non-votes, as applicable, regarding each of the proposals voted on at the Annual Meeting:

| | <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--|------------|----------------|--------------------|-------------------------|
| 1. Election of Directors: | | | | |
| Thomas A. Rogers | 8,987,226 | 788,429 | 54,772 | 1,978,672 |
| 2. Non-binding advisory vote on the Company’s executive compensation. | 8,705,942 | 1,013,486 | 110,999 | 1,978,672 |
| 3. Approval of amendments to the Company’s Amended and Restated 2012 Stock Incentive Plan to implement prohibitions on repricing and establish minimum vesting requirement | 9,515,871 | 286,720 | 27,836 | 1,978,672 |
| 4. Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the 2017 fiscal year. | 11,629,165 | 59,886 | 120,048 | -- |

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is filed with this Current Report:

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

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|-------------|--|
| <u>10.1</u> | |
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Consulting Agreement effective as of October 1, 2017 between Federated National Holding Company
and Carl Dorf

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.

FEDERATED NATIONAL
HOLDING COMPANY

Date: September 21, 2017 By: /s/ Ronald A. Jordan
Name: Ronald A. Jordan
Title: Chief Financial Officer
(Principal Financial Officer)
