

HCC INSURANCE HOLDINGS INC/DE/  
Form DEFA14A  
May 17, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary proxy statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive proxy statement
- Definitive additional materials
- Soliciting material pursuant to § 240.14a-12

**HCC Insurance Holdings, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  
  - (2) Aggregate number of securities to which transaction applies:
  
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  - (4) Proposed maximum aggregate value of transaction:
  
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  
  - (2)

Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**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**

**May 11, 2010**

**Date of Report**

**(Date of earliest event reported)**

**HCC Insurance Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-13790**

(Commission File Number)

**76-0336636**

(I.R.S. Employer  
Identification No.)

13403 Northwest Freeway  
Houston, Texas 77040-6094

(Address of principal executive offices, including zip code)

(713) 690-7300

(Registrant's telephone number, including area code)

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

On May 11, 2010, Scott W. Wise informed the Board of Directors of HCC Insurance Holdings, Inc. (the Company) his decision to resign as a Director of the Company, effective as of May 17, 2010. Mr. Wise had no disagreements with the Company on any matter pertaining to our operations, policies or practices. His decision was based on his acceptance of a new position of employment.

In connection with the Proxy Statement furnished by the Company for its Annual General Meeting of Shareholders to be held on May 27, 2010, Mr. Wise will also withdraw as a nominee for Director at the upcoming Annual General Meeting of Shareholders. At this time, the Board of Directors is not nominating a replacement Director; the Board will reduce the size of the Board from ten members to nine members.

Other than Mr. Wise, the nominees named in the Proxy Statement dated April 9, 2010 (the Proxy) will stand for election in the 2010 Annual General Meeting of Shareholders. Notwithstanding Mr. Wise's resignation and withdrawal, the form of proxy card included in the original distribution of the Proxy remains valid; however, any votes that are submitted with instruction to vote for all of the Board's nominees will be voted only for the remaining nine nominees, as named in the Proxy, and any votes that are submitted with instruction to vote for Mr. Wise will be disregarded.

**Item 7.01 Regulation FD Disclosure**

The Company issued a press release on May 17, 2010, announcing the resignation of Mr. Wise. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statement and Exhibits.**

**No. Exhibit**

99.1 Press Release May 17, 2010

The information contained in Exhibit 99.1 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference in any filing with the Securities and Exchange Commission under the Securities Exchange Act of 1934 or the Securities Act of 1933, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

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**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.

**HCC Insurance Holdings, Inc.**

By: /s/ Randy D. Rinicella  
Randy D. Rinicella  
Senior Vice President and General  
Counsel

Dated: May 17, 2010

**HCC ANNOUNCES RESIGNATION OF  
DIRECTOR SCOTT W. WISE**

HOUSTON (May 17, 2010) . . .

**HCC Insurance Holdings, Inc. (NYSE: HCC)** announced today that Scott W. Wise has resigned from the Company's Board of Directors. The resignation is effective immediately. Mr. Wise's decision was based on his acceptance of a new position of employment.

Mr. Wise has served as a HCC Director since 2008 and was the Chairman of the Board's Investment and Finance Committee as well a member of the Board's Enterprise Risk Oversight Committee.

Headquartered in Houston, Texas, HCC Insurance Holdings, Inc. is a leading international specialty insurance group with offices across the United States and in the United Kingdom, Spain and Ireland. As of March 31, 2010, HCC had assets of \$8.9 billion and shareholders' equity of \$3.1 billion. HCC's major domestic and international insurance companies have a financial strength rating of AA (Very Strong) from Standard & Poor's Corporation. HCC's major domestic insurance companies have a financial strength rating of AA (Very Strong) from Fitch Ratings, A1 (Good Security) from Moody's Investors Service, Inc., and A+ (Superior) by A.M. Best Company, Inc.

For more information about HCC, please visit <http://www.hcc.com>.

Contact: Jonathan Lee, HCC Director of Investor Relations

Telephone: (713) 996-1156

*Forward-looking statements contained in this press release are made under "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 and involve a number of risks and uncertainties. The types of risks and uncertainties which may affect the Company are set forth in its periodic reports filed with the Securities and Exchange Commission.*

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