

MARKEL CORP  
Form 8-K  
September 21, 2009

**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: September 17, 2009**

**(Date of earliest event reported)**

**Markel Corporation**

**(Exact name of registrant as specified in its charter)**

**Virginia**  
**(State or other jurisdiction of**

**001-15811**  
**(Commission File Number)**

**54-1959284**  
**(I.R.S. Employer**

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incorporation or organization)

Identification No.)

4521 Highwoods Parkway

Glen Allen, Virginia 23060-6148

(804) 747-0136

(Address, including zip code, and telephone number, including area  
code, of registrant's principal executive offices)

(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 (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))

ITEM 8.01 OTHER EVENTS

On September 17, 2009, 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 \$350,000,000 aggregate principal amount of its 7.125% Senior Notes due 2019 (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 Fifth Supplemental Indenture to the Indenture, to be dated as of September 22, 2009 (the Fifth Supplemental Indenture). The Underwriting Agreement and the form of the Fifth Supplemental Indenture 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 Fifth 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 September 17, 2009, to the Prospectus, dated December 18, 2008, filed with the Securities and Exchange Commission as part of the Registration Statement on Form S-3 (Registration No. 333-156265).

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

- 1.1 Underwriting Agreement and related pricing agreement, dated as of September 17, 2009, 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 Fifth 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)
- 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 thereunto duly authorized.

MARKEL CORPORATION

Date: September 21, 2009

By: /s/ D. Michael Jones

Name: D. Michael Jones

Title: General Counsel and Secretary

EXHIBIT INDEX

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
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