

Global Indemnity plc
Form 8-K
June 16, 2011

**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): June 15, 2011

Global Indemnity plc

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Ireland | 001-34809 | 98-0664891 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

Arthur Cox Building
Earlsfort Terrace
Dublin 2, Ireland

None

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: +(353) (0) 1 618 0517

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

On June 15, 2011, Global Indemnity plc (the Company) held its 2011 Annual General Meeting of shareholders (the Annual General Meeting). The proposals submitted to a vote of the shareholders at the meeting are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 29, 2011. The final results of voting for each matter are as follows:

Proposal 1: Election of directors

The following individuals were elected to the Company's Board of Directors to hold office for the term expiring at the 2012 Annual General Meeting of shareholders or until their successors are duly elected and qualified:

| | Votes For | Votes Against | Abstain | Broker non-votes |
|--------------------|-------------|---------------|---------|------------------|
| Saul A. Fox | 129,717,240 | 6,232,228 | 2,472 | 1,004,170 |
| James W. Crystal | 130,347,628 | 5,600,840 | 3,472 | 1,004,170 |
| Larry A. Frakes | 135,739,393 | 209,075 | 3,472 | 1,004,170 |
| Seth J. Gersch | 134,780,511 | 1,167,957 | 3,472 | 1,004,170 |
| Mary R. Hennessy | 130,822,666 | 5,125,802 | 3,472 | 1,004,170 |
| James R. Kroner | 129,928,439 | 6,020,029 | 3,472 | 1,004,170 |
| Chad A. Leat | 131,227,550 | 4,720,918 | 3,472 | 1,004,170 |
| Michael J. Marchio | 132,679,616 | 3,268,852 | 3,472 | 1,004,170 |

Proposal 2: To authorize the Company and/or any of its subsidiaries to make open market purchases of the Company's Class A ordinary shares.

The proposal was approved by the following vote:

| | | | |
|-------------|---------------|---------|------------------|
| Votes For | Votes Against | Abstain | Broker non-votes |
| 135,852,751 | 96,417 | 2,772 | 1,004,170 |

Proposal 3: To authorize the reissue price range of Class A ordinary shares that the Company acquires as treasury shares.

The proposal was approved by the following vote:

| | | | |
|-------------|---------------|---------|------------------|
| Votes For | Votes Against | Abstain | Broker non-votes |
| 135,808,206 | 46,230 | 97,504 | 1,004,170 |

Proposal 4: To ratify the appointment of PricewaterhouseCoopers as the Company's independent auditors and to authorize the Company's Board of Directors, acting through its Audit Committee, to set their fees.

The proposal was approved by the following vote:

| | | | |
|-------------|---------------|---------|------------------|
| Votes For | Votes Against | Abstain | Broker non-votes |
| 131,738,830 | 5,214,005 | 3,275 | |

Proposal 5: To act on various matters concerning Wind River Reinsurance Company, Ltd.

A. Election of directors and alternate director of Wind River Reinsurance Company, Ltd.

The following individuals were elected to Wind River Reinsurance Company's Board of Directors:

| | Votes For | Votes Against | Abstain | Broker non-votes |
|-----------------------------------|-------------|---------------|---------|------------------|
| Alan Bossin | 135,840,007 | 107,461 | 4,472 | 1,004,170 |
| Larry A. Frakes | 135,839,508 | 107,960 | 4,472 | 1,004,170 |
| Troy W. Santora | 135,839,868 | 107,600 | 4,472 | 1,004,170 |
| Janita Burke (alternate director) | 135,834,307 | 113,361 | 4,272 | 1,004,170 |

B. To ratify the appointment of PricewaterhouseCoopers International Limited, Hamilton, Bermuda, as the independent auditor of Wind River Reinsurance Company, Ltd. for 2011.

The proposal was approved by the following vote:

| Votes For | Votes Against | Abstain | Broker non-votes |
|-------------|---------------|---------|------------------|
| 133,274,282 | 3,584,822 | 97,006 | |

Proposal 6: To approve, in a non-binding, advisory vote, the compensation of the Company's named executive officers as disclosed pursuant to the rules of the Securities and Exchange Commission as set forth in the Company's proxy statement for the Annual General Meeting:

| Votes For | Votes Against | Abstain | Broker non-votes |
|-------------|---------------|---------|------------------|
| 135,581,156 | 364,322 | 6,462 | 1,004,170 |

Proposal 7: To recommend, in a non-binding advisory vote, the frequency of shareholder votes to approve the compensation of the Company's named executive officers as disclosed pursuant to the rules of the Securities and Exchange Commission in the Company's proxy statements:

| 1 year | 2 years | 3 years | Abstain | Broker non-votes |
|-----------|---------|-------------|---------|------------------|
| 6,404,939 | 133,994 | 129,408,866 | 4,141 | |

Proposal 8: To authorize holding the 2012 Annual General Meeting of shareholders of the Company at a location outside of Ireland.

The proposal was approved by the following vote:

| Votes For | Votes Against | Abstain | Broker non-votes |
|-------------|---------------|---------|------------------|
| 136,946,869 | 2,077 | 7,164 | |

As described above, a majority of the votes cast voted, in an advisory, non-binding vote, in favor of having a shareholder vote to approve the compensation of the Company's named executive officers every three years. In light of such vote, and consistent with the Company's recommendation, the Company's board of directors determined that it currently intends to include in its proxy statements an advisory, non-binding vote to approve the compensation of the Company's named executive officers every three years until the next required vote on the frequency of shareholder votes on the compensation of the Company's named executive officers. The Company is currently required to hold votes on frequency every six years.

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.

Global Indemnity plc

Date: June 16, 2011

By: /s/ Thomas M. McGeehan

Name: Thomas M. McGeehan

Title: Chief Financial Officer