

WHITE MOUNTAINS INSURANCE GROUP LTD

Form 8-K

May 28, 2013

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 23, 2013

Date of Report (Date of earliest event reported)

WHITE MOUNTAINS INSURANCE GROUP, LTD.

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction of
incorporation or organization)

1-8993

(Commission file
number)

94-2708455

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

80 South Main Street, Hanover, New Hampshire 03755

(Address of principal executive offices)

(603) 640-2200

(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))

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

White Mountains Insurance Group, Ltd. (the "Company") held its 2013 Annual General Meeting of Members (the "2013 Annual Meeting") on May 23, 2013 in Bermuda.

As of April 1, 2013, the record date for the 2013 Annual Meeting, a total of 6,176,210 common shares were eligible to vote; however, in accordance with the Company's Bye-laws, direct and constructive holders of common shares (other than John J. Byrne and his affiliates except in connection with director voting) whose votes would otherwise confer 10% or more of the votes conferred by all the issued shares of the Company are subject to a cut-back that reduces their total voting power to under 10%. The results of the vote, after applying the voting cut-backs which are required by the Company's Bye-laws, are presented below.

Proposal 1 - Election of the Class I Directors to a term ending in 2016.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|------------------|-----------|----------------|------------------|
| Morgan W. Davis | 3,903,788 | 14,601 | 445,225 |
| Edith E. Holiday | 3,641,726 | 276,663 | 445,225 |
| Lowndes A. Smith | 3,893,845 | 24,544 | 445,225 |

Proposal 2 - Election of Directors of Sirius International Insurance Corporation.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|-----------------------|-----------|----------------|------------------|
| Jeffrey Davis | 3,909,659 | 8,730 | 445,225 |
| Lars Ek | 3,909,588 | 8,801 | 445,225 |
| Brian E. Kensil | 3,909,669 | 8,720 | 445,225 |
| Jan Onselius | 3,909,630 | 8,759 | 445,225 |
| Göran A. Thorstensson | 3,909,485 | 8,904 | 445,225 |
| Allan L. Waters | 3,909,231 | 9,158 | 445,225 |

Proposal 3 - Election of Directors of HG Re, Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|------------------|-----------|----------------|------------------|
| Sheila E. Nicoll | 3,909,784 | 8,605 | 445,225 |
| Kevin Pearson | 3,909,797 | 8,592 | 445,225 |
| Warren J. Trace | 3,909,745 | 8,644 | 445,225 |
| Allan L. Waters | 3,909,591 | 8,798 | 445,225 |

Proposal 4 - Election of Directors of White Mountains Life Reinsurance (Bermuda) Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|---------------------|-----------|----------------|------------------|
| Jennifer L. Pitts | 3,909,431 | 8,958 | 445,225 |
| Christine H. Repasy | 3,909,622 | 8,767 | 445,225 |
| Warren J. Trace | 3,909,235 | 9,154 | 445,225 |
| Allan L. Waters | 3,908,052 | 10,337 | 445,225 |

Proposal 5 - Election of Directors of White Shoals Re Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|---------------------|-----------|----------------|------------------|
| Christine H. Repasy | 3,909,438 | 8,951 | 445,225 |
| Warren J. Trace | 3,909,246 | 9,143 | 445,225 |
| Allan L. Waters | 3,909,464 | 8,925 | 445,225 |

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Proposal 6 - Election of Directors of Star Re Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|-----------------------|-----------|----------------|------------------|
| Christine H. Repasy | 3,909,427 | 8,962 | 445,225 |
| Göran A. Thorstensson | 3,909,455 | 8,934 | 445,225 |
| Warren J. Trace | 3,909,438 | 8,951 | 445,225 |
| Allan L. Waters | 3,909,458 | 8,931 | 445,225 |

Proposal 7 - Election of Directors of White Mountains Re Sirius Capital Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|-----------------------|-----------|----------------|------------------|
| Michael Dashfield | 3,909,379 | 9,010 | 445,225 |
| Lars Ek | 3,909,443 | 8,946 | 445,225 |
| Göran A. Thorstensson | 3,909,446 | 8,943 | 445,225 |
| Allan L. Waters | 3,909,471 | 8,918 | 445,225 |

Proposal 8 - Election of Directors of Split Rock Insurance, Ltd.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|------------------|-----------|----------------|------------------|
| Paul J. Brehm | 3,909,609 | 8,780 | 445,225 |
| Sarah A. Kolar | 3,909,256 | 9,133 | 445,225 |
| Sheila E. Nicoll | 3,909,438 | 8,951 | 445,225 |
| John C. Treacy | 3,909,602 | 8,787 | 445,225 |

Proposal 9 - Election of Directors for Any New Designated Subsidiary.

| Nominee: | Votes FOR | Votes Withheld | Broker Non-votes |
|-------------------|-----------|----------------|------------------|
| Raymond Barrette | 3,907,430 | 10,959 | 445,225 |
| David T. Foy | 3,909,638 | 8,751 | 445,225 |
| Jennifer L. Pitts | 3,909,446 | 8,943 | 445,225 |
| Warren J. Trace | 3,909,452 | 8,937 | 445,225 |

Proposal 10 - Approval of the advisory resolution on executive compensation.

| Votes FOR | Votes Against | Abstained | Broker Non-votes |
|-----------|---------------|-----------|------------------|
| 4,454,101 | 28,436 | 3,145 | 445,225 |

Proposal 11 - Approval of share inventory for, and performance criteria in, the Company's Long-Term Incentive Plan.

| Votes FOR | Votes Against | Abstained | Broker Non-votes |
|-----------|---------------|-----------|------------------|
| 3,567,722 | 914,233 | 3,727 | 445,225 |

Proposal 12 - Approval of the appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2013.

| Votes FOR | Votes Against | Abstained |
|-----------|---------------|-----------|
| 4,907,383 | 21,148 | 2,376 |

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 thereunto duly authorized.

WHITE MOUNTAINS INSURANCE GROUP, LTD.

DATED: May 28, 2013

By:

/s/ J. BRIAN PALMER
J. Brian Palmer
Vice President and
Chief Accounting Officer