

---

## Section 1: 8-K

---

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): November 6, 2018

**Protective Insurance Corporation**  
(Exact Name of Registrant as Specified in Charter)

Indiana  
(State or Other Jurisdiction  
of Incorporation)

0-5534  
(Commission  
File Number)

35-0160330  
(I.R.S. Employer  
Identification No.)

111 Congressional Boulevard, Carmel IN  
(Address of Principal Executive Offices)

46032  
(Zip Code)

Registrant's Telephone Number, Including Area Code

9800

317-636-

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 (*see* General Instruction A.2. below):

Written communication 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with

any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

At its meeting on November 6, 2018, the Board of Directors of Protective Insurance Corporation adopted and approved an amendment and restatement of Article 4, Section 4.2 of its Code of Bylaws. As amended and restated, Article 4, Section 4.2 now reads as follows:

Section 4.2. Number and Terms of Office. There shall be ten (10) Directors of the Corporation, who shall be elected at each annual meeting of the shareholders, to serve for a term of one (1) year and until their successors shall be chosen and qualified, or until removal, resignation or death. If the annual meeting of the shareholders is not held at the time designated in this Code of By-Laws, such failure shall not cause any defect in the existence of the Corporation, and the Directors then in office shall hold over until their successors shall be chosen and qualified.

This section was amended to remove the allowable range of the number of directors, which was previously from as many as fifteen (15) but no less than nine (9) directors, and to instead provide for a set number of directors.

#### **PROTECTIVE INSURANCE CORPORATION**

November 12, 2018

By: /s/ John D. Nichols  
John D. Nichols,  
Interim Chief Executive Officer &  
Chairman of the Board of Directors

---

[\(Back To Top\)](#)