

MEADOWBROOK INSURANCE GROUP INC
Form DEFA14A
December 31, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED

IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**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 under §240.14a-12

MEADOWBROOK INSURANCE GROUP, 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:

The following talking points were sent to managers of Meadowbrook Insurance Group, Inc. on December 30, 2014.

MANAGER TALKING POINTS

By now, you've all heard the news that we have signed a definitive agreement to merge into Fosun International for \$8.65 per share in cash.

I'd like to take this opportunity to walk you through a few key points.

Fosun is a Shanghai-based investment group with over \$50 billion in total assets, global operations and a strong presence in insurance internationally. They have been very clear about their plans to expand their core insurance business and have made a number of acquisitions in recent years.

The acquisition of Meadowbrook marks their entry into the U.S. and will enable Fosun to establish a significant presence in the U.S. P&C market.

This is an exciting time for Meadowbrook and this transaction enables us to continue to build upon the progress we have made over the last year in strengthening our business, improving our capital position, returning to profitability and continuing to anticipate and support the evolving needs of our customers, partners and agents.

We are confident that we have found an excellent partner in Fosun, which brings additional financial resources and operational expertise and is committed to helping us build on our success. We believe the transaction will enhance our ability to serve our partners, customers and policyholders and will create new opportunities for employees as part of a larger, global organization.

Fosun has informed us that following the closing of the transaction, which is expected in the second half of 2015, they intend to maintain our operational headquarters in Southfield, MI and we will continue to operate under the Meadowbrook name.

In the coming weeks, you will learn more about Fosun and I'm sure you too will recognize the respect they have for who we are and what we can do.

Having said that, it is important to understand that today's announcement is just the first step in the process. Until the transaction is completed, we will continue to operate as an independent company. It is business as usual.

As we work toward the closing, the most important thing for all of us is to remain focused on continuing to provide our partners, customers and policyholders with the high level of service they have come to expect.

I know that many of you will have questions over the coming days and weeks, and we will keep you informed as we move through this process.

As always, thank you for your hard work and commitment to Meadowbrook.

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Important Additional Information

This communication is being made in respect of the proposed merger transaction involving Meadowbrook Insurance Group, Inc. (Meadowbrook) and Fosun International Limited. The proposed merger will be submitted to the shareholders of Meadowbrook for their consideration. In connection therewith, Meadowbrook intends to file relevant materials with the SEC, including a preliminary proxy statement and a definitive proxy statement. The definitive proxy statement will be mailed to the shareholders of Meadowbrook. **BEFORE MAKING ANY VOTING OR ANY INVESTMENT DECISION, INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and shareholders may obtain free copies of the proxy statement, any amendments or supplements thereto and other documents containing important information about Meadowbrook, once such documents are filed with the SEC, through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Meadowbrook will be available free of charge on Meadowbrook's website via the investor relations section of our website at www.meadowbrook.com or www.investorcalendar.com under the heading

Documents and Filings . Shareholders of Meadowbrook may also obtain a free copy of the definitive proxy statement by contacting Meadowbrook's Investor Relations Contact, Karen Spaun, at (248) 204-8178.

The Company and certain of its directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of Meadowbrook is set forth in its proxy statement for its 2014 annual meeting of shareholders, which was filed with the SEC on April 14, 2014, its annual report on Form 10-K for the fiscal year ended December 31, 2013, which was filed with the SEC on March 5, 2014, and in subsequent documents filed with the SEC, each of which can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation of the shareholders of Meadowbrook and a description of their direct and indirect interests, by share holdings or otherwise, will be contained in the preliminary and definitive proxy statements and other relevant materials to be filed with the SEC when they become available.

Cautionary Note Regarding Forward-Looking Statements

This communication may include certain statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These include statements regarding the intent, belief, or current expectations of management, including, but not limited to, those statements that use the words believes, expects, anticipates, estimates, or similar expressions. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond control of the Company, which could cause actual results to differ materially from such statements. Risks and uncertainties relating to the proposed transaction with the Company include, but are not limited to: the risk that the Company's shareholders do not approve the transaction; uncertainties as to the timing of the transaction; the risk that regulatory or other approvals required for the transaction are not obtained or are obtained subject to conditions that are not anticipated; competitive responses to the transaction; litigation relating to the transaction; disruptions of current plans and operations caused by the announcement and pendency of the proposed transaction; potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; disruption from the proposed transaction making it more difficult to maintain relationships with agents, wholesalers, suppliers, customers, policyholders and regulators; and other factors described in the Company's annual report on Form 10-K for the year ended December 31, 2013 filed with the U.S. Securities and Exchange Commission.