

---

# Section 1: 8-K (CURRENT REPORT ON FORM 8K DISCLOSING THE PROMOTION OF EDWARD L. RAND, JR. TO COO)

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): January 17, 2018



ProAssurance Corporation

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

001-16533  
(Commission File No.)

63-1261433  
(IRS Employer I.D. No.)

100 Brookwood Place, Birmingham, Alabama  
(Address of Principal Executive Office )

35209  
(Zip code)

Registrant's telephone number, including area code: (205) 877-4400

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 Securities Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-(c) under the Exchange Act (17CFR 240.13e-(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (c) Edward L. “Ned” Rand, Jr. has been promoted to Chief Operating Officer, a newly created position in which Mr. Rand will be responsible for the day-to-day operations of ProAssurance, reporting directly to Stan Starnes, Chairman and Chief Executive Officer. Mr. Rand will continue in his roles as the Chief Financial Officer and Chief Accounting Officer of ProAssurance for the near future.

**Item 7.01 Regulation FD Disclosure**

In this current report on Form 8K we are announcing the promotion of Edward L. “Ned” Rand, Jr. to the newly created position of Chief Operating Officer. Mr. Rand will be responsible for the day-to-day operations of ProAssurance, reporting directly to Stan Starnes, Chairman and Chief Executive Officer. Mr. Rand will continue in that role as Chief Financial Officer for the near future. ProAssurance’s line of business leaders will report directly to Mr. Rand and through him to Mr. Starnes, and each line of business leader will continue to exercise broad responsibilities for the success of their respective line of business.

**Item 9.01 Financial Statements and Exhibits**

[99.1 News release issued by ProAssurance Corporation announcing the promotion of Edward L. “Ned” Rand, Jr. to Chief Operating Officer.](#)

We are furnishing Exhibit 99.1 to this Current Report on Form 8-K in accordance with Item 7.01, Regulation FD Disclosure. These exhibits shall not be deemed to be “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

**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 hereunto duly authorized.

Date: January 17, 2018

PROASSURANCE CORPORATION

by: /s/ Frank B. O’Neil  
Frank B. O’Neil  
Senior Vice-President

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

**Section 2: EX-99.1 (NEWS RELEASE ANNOUNCING THE PROMOTION OF EDWARD L. RAND, JR. TO COO)**

**NEWS RELEASE**

For More Information:  
Frank B. O’Neil, IRC  
Sr. Vice President, Corporate Communications & Investor Relations  
800-282-6242 • 205-877-4461 • foneil@ProAssurance.com



## **ProAssurance Promotes Edward L. Rand to Chief Operating Officer**

BIRMINGHAM, AL - (PRNewswire) - January 17, 2018 – ProAssurance Corporation (NYSE:PRA) today announced that it has promoted Edward L. “Ned” Rand, Jr. to Chief Operating Officer. In this newly created position Mr. Rand will be responsible for the day-to-day operations of ProAssurance, reporting directly to Stan Starnes, Chairman and Chief Executive Officer. Mr. Rand has served for 13 years as the Chief Financial Officer for ProAssurance and he will continue in that role for the near future.

Mr. Starnes said, “We are excited that Ned will be moving in to this new position, allowing me to focus my time and energy on the company’s strategic priorities and long-term business development. I have great confidence in Ned, who has been instrumental to the success of ProAssurance during his 13 year tenure. He is a skilled executive, a trusted adviser and someone who exemplifies the ProAssurance Way. Ned and I will work closely together as we continue creating value for our employees, customers and shareholders.”

ProAssurance’s line of business leaders will report directly to Mr. Rand and through him to Mr. Starnes, and each line of business leader will continue to exercise broad responsibilities for the success of their respective line of business.

Mr. Starnes was frank in addressing any concerns about his future at ProAssurance. He said, “As ProAssurance continues to evolve as a healthcare-centric specialty insurer, our management structure must also evolve. I am committed to maintaining my current position for the foreseeable future, which is why I signed an extension of my five-year employment contract in June 2017. In my discussions with the Board on this matter, we agreed this was a means of extending, not limiting, my career at ProAssurance.”

### **About ProAssurance**

ProAssurance Corporation is an industry-leading specialty insurer with extensive expertise in healthcare professional liability, products liability for medical technology and life sciences, legal professional liability, and workers’ compensation insurance. The company is recognized as one of the top performing insurance companies in America by virtue of our inclusion in the Ward’s 50 for the past eleven years. ProAssurance Group is rated “A+” (Superior) by A.M. Best; ProAssurance and its operating subsidiaries are rated “A” (Strong) by Fitch Ratings. For the latest on ProAssurance and its industry leading suite of products and services, cutting edge risk management and practice enhancement programs, follow @ProAssurance on Twitter or LinkedIn. ProAssurance’s YouTube channel regularly presents thought provoking, insightful videos that communicate effective practice management, patient safety and risk management strategies.

### **Caution Regarding Forward-Looking Statements**

Statements in this news release that are not historical fact or that convey our view of future business, events or trends are specifically identified as forward-looking statements. Forward-looking statements are based upon our estimates and anticipation of future events and highlight certain risks and uncertainties that could cause actual results to vary materially from our expected results. We expressly claim the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, for any forward-looking statements in this news release. Forward-looking statements represent our outlook only as of the date of this news release. Except as required by law or regulation, we do not undertake and specifically decline any obligation to publicly release the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. There are a number of risk factors that may cause outcomes that differ from our expectations or projections. These are described in detail in various documents filed by ProAssurance Corporation with the Securities and Exchange Commission, such as current reports on Form 8-K, and regular reports on Forms 10-Q and 10-K, particularly in “Item 1A, Risk Factors.”

#####