

MEADOWBROOK INSURANCE GROUP INC

Form 8-K

July 24, 2008

**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): July 24, 2008  
MEADOWBROOK INSURANCE GROUP, INC.  
(Exact Name of Registrant as Specified in Charter)**

**Michigan**  
(State or other jurisdiction of  
incorporation)

**38-2626206**  
(I.R.S. Employer Identification Number)

**1-14094**  
(Commission File Number)

**26255 American Drive**  
**Southfield, Michigan**  
(Address of Principal  
Executive Offices)

**48034**  
(Zip Code)

**(248) 358-1100**  
(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))
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**ITEM 8.01 OTHER EVENTS**

On July 24, 2008, Meadowbrook Insurance Group, Inc. ( Meadowbrook ), issued a press release announcing that, in connection with its proposed merger of ProCentury Corporation ( ProCentury ), the exchange ratio for ProCentury s common shares exchanged for Meadowbrook common stock in the merger will be 2.5000. The deadline for ProCentury Corporation s shareholders to submit their election forms relating to the merger consideration is 5:00 p.m., EST on July 30, 2008.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

- a. None.
- b. None.
- c. None.
- d. Exhibits

99.1 Press Release, dated July 24, 2008.

**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.

Dated: July 24, 2008

MEADOWBROOK INSURANCE GROUP,  
INC.  
**(Registrant)**

By: /s/ Karen M. Spaun  
Karen M. Spaun, Chief Financial  
Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document Description</b>
99.1	Press Release, dated July 24, 2008.