

AMERISAFE INC
Form 10-Q
May 10, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2012

Commission file number:

001-12251

AMERISAFE, INC.

(Exact Name of Registrant as Specified in Its Charter)

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Texas
(State of Incorporation)

75-2069407
(I.R.S. Employer

Identification Number)

2301 Highway 190 West, DeRidder, Louisiana
(Address of Principal Executive Offices)

70634
(Zip Code)

Registrant's telephone number, including area code: (337) 463-9052

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 1, 2012, there were 18,150,262 shares of the Registrant's common stock, par value \$.01 per share, outstanding.

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FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and 21E of the Securities Exchange Act of 1934. You should not place undue reliance on these statements. These forward-looking statements include statements that reflect the current views of our senior management with respect to our financial performance and future events with respect to our business and the insurance industry in general. Statements that include the words expect, intend, plan, believe, project, forecast, estimate, may, anticipate and similar statements of a future or forward-looking nature identify forward-looking statements. Forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements. We believe that these factors include, but are not limited to, the following:

increased competition on the basis of types of insurance offered, premium rates, coverage availability, payment terms, claims management, safety services, policy terms, overall financial strength, financial ratings and reputation;

the cyclical nature of the workers' compensation insurance industry;

greater frequency or severity of claims and loss activity, including as a result of natural or man-made catastrophic events, than our underwriting, reserving or investment practices anticipate based on historical experience or industry data;

decreased level of business activity of our policyholders caused by decreased business activity generally, and in particular in the industries we target;

general economic conditions, including recession, inflation, performance of financial markets, interest rates, unemployment rates and fluctuating asset values;

adverse developments in economic, competitive or regulatory conditions within the workers' compensation insurance industry;

decreased demand for our insurance;

changes in regulations, laws, rates, or rating factors applicable to us, our policyholders or the agencies that sell our insurance;

loss of the services of any of our senior management or other key employees;

changes in the availability, cost or quality of reinsurance and the failure of our reinsurers to pay claims in a timely manner or at all;

changes in rating agency policies or practices;

developments in capital markets that adversely affect the performance of our investments;

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changes in legal theories of liability under our insurance policies;

the effects of U.S. involvement in hostilities with other countries and large-scale acts of terrorism, or the threat of hostilities or terrorist acts; and

other risks and uncertainties described from time to time in the Company's filings with the Securities and Exchange Commission (SEC).

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in this report, including under Item 1A, Risk Factors of Part I to our Annual Report on Form 10-K for the year ended December 31, 2011. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate.

Table of Contents**PART I - FINANCIAL INFORMATION****Item 1. Financial Statements.****AMERISAFE, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****(in thousands, except share and per share data)**

| | March 31, 2012 (unaudited) | December 31, 2011 (As Adjusted) |
|---|---|--|
| Assets | | |
| Investments: | | |
| Fixed maturity securities held-to-maturity, at amortized cost (fair value \$688,433 and \$685,242 in 2012 and 2011, respectively) | \$ 649,042 | \$ 646,048 |
| Fixed maturity securities available-for-sale, at fair value (cost \$98,830 and \$98,077 in 2012 and 2011, respectively) | 102,022 | 100,742 |
| Equity securities available-for-sale, at fair value (cost \$4,492 and \$11,776 in 2012 and 2011, respectively) | 4,365 | 12,240 |
| Short-term investments | 49,488 | 46,944 |
| Total investments | 804,917 | 805,974 |
| Cash and cash equivalents | 63,775 | 45,536 |
| Amounts recoverable from reinsurers | 99,945 | 96,212 |
| Premiums receivable, net | 138,366 | 121,223 |
| Deferred income taxes | 29,888 | 30,048 |
| Accrued interest receivable | 10,340 | 9,520 |
| Property and equipment, net | 7,456 | 7,628 |
| Deferred policy acquisition costs | 17,675 | 16,578 |
| Deferred charges | 3,388 | 3,120 |
| Federal income tax recoverable | 659 | |
| Other assets | 9,351 | 11,254 |
| | \$ 1,185,760 | \$ 1,147,093 |
| Liabilities and shareholders equity | | |
| Liabilities: | | |
| Reserves for loss and loss adjustment expenses | \$ 548,959 | \$ 538,214 |
| Unearned premiums | 129,929 | 118,699 |
| Reinsurance premiums payable | 457 | 1,226 |
| Amounts held for others | 32,897 | 29,981 |
| Policyholder deposits | 36,972 | 37,228 |
| Insurance-related assessments | 22,788 | 21,506 |
| Payable for investments purchased | 4,704 | 616 |
| Accounts payable and other liabilities | 24,221 | 24,406 |
| Subordinated debt securities | 25,780 | 25,780 |
| | 826,707 | 797,656 |
| Shareholders equity: | | |
| Common stock: | | |
| | 194 | 194 |

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| | | |
|--|---------------------|---------------------|
| Voting \$0.01 par value authorized shares 50,000,000 in 2012 and 2011; 19,408,512 shares issued and 18,150,262 shares outstanding in 2012 and 2011 | | |
| Additional paid-in capital | 185,842 | 185,734 |
| Treasury stock at cost (1,258,250 shares in 2012 and 2011) | (22,370) | (22,370) |
| Accumulated earnings | 193,225 | 183,664 |
| Accumulated other comprehensive income, net | 2,162 | 2,215 |
| | 359,053 | 349,437 |
| | \$ 1,185,760 | \$ 1,147,093 |

See accompanying notes.

Table of Contents**AMERISAFE, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(in thousands, except share and per share data)

(unaudited)

| | Three Months Ended March 31, | |
|--|---------------------------------|-----------------------|
| | 2012 | 2011 (As Adjusted) |
| Revenues | | |
| Gross premiums written | \$ 84,924 | \$ 71,359 |
| Ceded premiums written | (3,904) | (3,582) |
| Net premiums written | \$ 81,020 | \$ 67,777 |
| Net premiums earned | \$ 69,790 | \$ 60,089 |
| Net investment income | 6,914 | 6,546 |
| Net realized gains on investments | 1,791 | 103 |
| Fee and other income | 159 | 221 |
| Total revenues | 78,654 | 66,959 |
| Expenses | | |
| Loss and loss adjustment expenses incurred | 51,843 | 44,176 |
| Underwriting and certain other operating costs | 4,287 | 5,167 |
| Commissions | 5,295 | 4,286 |
| Salaries and benefits | 5,133 | 5,106 |
| Interest expense | 279 | 379 |
| Policyholder dividends | 384 | 355 |
| Total expenses | 67,221 | 59,469 |
| Income before income taxes | 11,433 | 7,490 |
| Income tax expense | 1,872 | 860 |
| Net income | 9,561 | 6,630 |
| Net income available to common shareholders | \$ 9,561 | \$ 6,630 |
| Earnings per share | | |
| Basic | \$ 0.53 | \$ 0.36 |
| Diluted | \$ 0.52 | \$ 0.35 |
| Shares used in computing earnings per share | | |
| Basic | 18,140,749 | 18,232,600 |
| Diluted | 18,542,330 | 18,709,166 |

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See accompanying notes.

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AMERISAFE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

(unaudited)

| | Three Months Ended | |
|--|---------------------------|----------------------|
| | March 31, | |
| | 2012 | 2011 |
| | | (As Adjusted) |
| Net income | \$ 9,561 | \$ 6,630 |
| Other comprehensive income: | | |
| Unrealized loss on securities, net of tax | (53) | (63) |
| Change in deferred tax valuation allowance | | (30) |
| Comprehensive income | \$ 9,508 | \$ 6,537 |

See accompanying notes.

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AMERISAFE, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(In thousands, except share data)

| | Common Stock | | Treasury Stock | | Additional Paid-In Capital | Accumulated Earnings | Accumulated Other Comprehensive Income | Total |
|--|--------------|--------|----------------|-------------|----------------------------------|-------------------------|---|------------|
| | Shares | Amount | Shares | Amounts | | | | |
| Balance at December 31, 2011, as previously reported | 19,408,512 | \$ 194 | (1,258,250) | \$ (22,370) | \$ 185,734 | \$ 185,079 | \$ 2,215 | \$ 350,852 |
| Cumulative effect of accounting change - deferred policy acquisition costs | | | | | | (1,415) | | (1,415) |
| Balance at December 31, 2011, as adjusted | 19,408,512 | \$ 194 | (1,258,250) | \$ (22,370) | \$ 185,734 | \$ 183,664 | \$ 2,215 | \$ 349,437 |
| Comprehensive income | | | | | | 9,561 | (53) | 9,508 |
| Restricted common stock issued | | | | | 52 | | | 52 |
| Share-based compensation | | | | | 56 | | | 56 |
| Balance at March 31, 2012 | 19,408,512 | \$ 194 | (1,258,250) | \$ (22,370) | \$ 185,842 | \$ 193,225 | \$ 2,162 | \$ 359,053 |

See accompanying notes.

Table of Contents**AMERISAFE, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)

(unaudited)

| | Three Months Ended March 31, | |
|---|---------------------------------|-----------------------|
| | 2012 | 2011 (As Adjusted) |
| Operating Activities | | |
| Net income | \$ 9,561 | \$ 6,630 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 262 | 266 |
| Net amortization of investments | 2,517 | 1,332 |
| Deferred income taxes | 189 | (1,273) |
| Net realized gains on investments | (1,791) | (103) |
| Share-based compensation | 108 | 131 |
| Changes in operating assets and liabilities: | | |
| Premiums receivable, net | (17,143) | (10,682) |
| Accrued interest receivable | (820) | (1,084) |
| Deferred policy acquisition costs and deferred charges | (1,365) | (1,016) |
| Other assets and federal income tax recoverable | 1,244 | 892 |
| Reserves for loss and loss adjustment expenses | 10,745 | (62) |
| Unearned premiums | 11,230 | 7,688 |
| Reinsurance balances | (4,502) | 306 |
| Amounts held for others and policyholder deposits | 2,660 | (150) |
| Accounts payable and other liabilities | 5,184 | (2,421) |
| Net cash provided by operating activities | 18,079 | 454 |
| Investing Activities | | |
| Purchases of investments held-to-maturity | (42,941) | (25,660) |
| Purchases of investments available-for-sale | (15,212) | (21,390) |
| Purchases of short-term investments | (15,215) | (24,500) |
| Proceeds from maturities of investments held-to-maturity | 38,138 | 29,588 |
| Proceeds from sales and maturities of investments available-for-sale | 23,233 | 1,023 |
| Proceeds from sales and maturities of short-term investments | 12,247 | 33,091 |
| Purchases of property and equipment | (90) | (48) |
| Net cash provided by/(used in) investing activities | 160 | (7,896) |
| Financing Activities | | |
| Proceeds from stock option exercises | | 1,156 |
| Tax benefit from share-based payments | | 381 |
| Treasury shares purchased | | (2,859) |
| Net cash used in financing activities | | (1,322) |
| Change in cash and cash equivalents | 18,239 | (8,764) |
| Cash and cash equivalents at beginning of period | 45,536 | 60,966 |
| Cash and cash equivalents at end of period | \$ 63,775 | \$ 52,202 |

See accompanying notes.

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AMERISAFE, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Note 1. Basis of Presentation

AMERISAFE, Inc. (the Company) is an insurance holding company incorporated in the state of Texas. The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries: American Interstate Insurance Company (AIIC), Silver Oak Casualty, Inc. (SOCI), American Interstate Insurance Company of Texas (AIICTX), Amerisafe Risk Services, Inc. (RISK) and Amerisafe General Agency, Inc. (AGAI). AIIC and SOCI are property and casualty insurance companies organized under the laws of the state of Louisiana. AIICTX is a property and casualty insurance company organized under the laws of the state of Texas. RISK, a wholly owned subsidiary of the Company, is a claims and safety services company, currently servicing only affiliated insurance companies. AGAI, a wholly owned subsidiary of the Company, is a general agent for the Company. AGAI sells insurance, which is underwritten by AIIC, SOCI and AIICTX, as well as by nonaffiliated insurance carriers. The assets and operations of AGAI are not significant to that of the Company and its consolidated subsidiaries. The terms AMERISAFE, the Company, we, us or our refer to AMERISAFE, Inc. and its consolidated subsidiaries in the context requires.

The Company provides workers compensation and general liability insurance for small to mid-sized employers engaged in hazardous industries, principally construction, trucking and agriculture. Assets and revenues of AIIC represent more than 99% of comparable consolidated amounts of the Company for each of 2012 and 2011.

In the opinion of management of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position, the results of operations and cash flows for the periods presented. The unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q under the Securities Exchange Act of 1934 and therefore do not include all information and footnotes to be in conformity with accounting principles generally accepted in the United States (GAAP). The results for the interim periods are not necessarily indicative of the results of operations that may be expected for the year. The unaudited condensed consolidated financial statements contained herein should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2011.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Certain prior year amounts have been reclassified to conform with the current year presentation.

Note 2. Stock Options and Restricted Stock

The Company has two equity incentive plans: the AMERISAFE 2005 Equity Incentive Plan (the 2005 Incentive Plan) and the AMERISAFE 2010 Non-Employee Director Restricted Stock Plan (the 2010 Restricted Stock Plan). See Note 13 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011 for additional information regarding the Company's incentive plans.

During the three months ended March 31, 2012, there were no stock options exercised. During the three months ended March 31, 2011, there were 124,800 stock options exercised. Related to these exercises, the Company received \$1.2 million of stock option proceeds.

The Company recognized share-based compensation expense of \$0.1 million in the quarters ended March 31, 2012 and 2011.

Table of Contents**Note 3. Earnings Per Share**

We compute earnings per share in accordance with FASB ASC Topic 260, Earnings Per Share. Diluted earnings per share includes potential common shares assumed issued under the treasury stock method, which reflects the potential dilution that would occur if any outstanding options are exercised. Diluted earnings per share also includes the if converted method for participating securities if the effect is dilutive.

| | Three Months Ended March 31, | |
|--|---------------------------------|------------|
| | 2012 | 2011 |
| (in thousands, except per share amounts) | | |
| Basic EPS: | | |
| Net income | \$ 9,561 | \$ 6,630 |
| Basic weighted average common shares | 18,140,749 | 18,232,600 |
| Basic earnings per common share | \$ 0.53 | \$ 0.36 |
| Diluted EPS: | | |
| Net income | \$ 9,561 | \$ 6,630 |
| Diluted weighted average common shares: | | |
| Weighted average common shares | 18,140,749 | 18,232,600 |
| Stock options | 395,239 | 468,679 |
| Restricted stock | 6,342 | 7,887 |
| Diluted weighted average common shares | 18,542,330 | 18,709,166 |
| Diluted earnings per common share | \$ 0.52 | \$ 0.35 |

Note 4. Investments

The gross unrealized gains and losses on, and the cost and fair value of, those investments classified as held-to-maturity at March 31, 2012 are summarized as follows:

| | Cost or Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|--|---------------------------|------------------------------|-------------------------------|------------|
| (in thousands) | | | | |
| States and political subdivisions | \$ 437,279 | \$ 27,932 | \$ (488) | \$ 464,723 |
| Corporate bonds | 101,420 | 1,799 | (29) | 103,190 |
| Commercial mortgage-backed securities | 51,545 | 5,504 | | 57,049 |
| U.S. agency-based mortgage-backed securities | 42,801 | 3,947 | (29) | 46,719 |
| U.S. Treasury securities and obligations of U.S. Government agencies | 10,962 | 1,517 | (4) | 12,475 |
| Asset-backed securities | 5,035 | 16 | (774) | 4,277 |
| Totals | \$ 649,042 | \$ 40,715 | \$ (1,324) | \$ 688,433 |

The gross unrealized gains and losses on, and the cost and fair value of, those investments classified as available-for-sale at March 31, 2012 are summarized as follows:

| Cost | Fair Value |
|------|------------|
|------|------------|

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| | | Gross Unrealized Gains | Gross Unrealized Losses | |
|----------------------------------|-------------------|---------------------------------------|--|-------------------|
| | | (in thousands) | | |
| Fixed Maturity: | | | | |
| States and political subdivision | \$ 56,708 | \$ 2,566 | \$ (126) | \$ 59,148 |
| Corporate bonds | 42,122 | 769 | (17) | 42,874 |
| Total Fixed Maturity | 98,830 | 3,335 | (143) | 102,022 |
| Equity securities | 4,492 | 131 | (258) | 4,365 |
| Totals | \$ 103,322 | \$ 3,466 | \$ (401) | \$ 106,387 |

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The gross unrealized gains and losses on, and the cost and fair value of, those investments classified as held-to-maturity at December 31, 2011 are summarized as follows:

| | Cost or Amortized Cost | Gross Unrealized Gains (in thousands) | Gross Unrealized Losses (in thousands) | Fair Value |
|--|---------------------------|--|---|-------------------|
| States and political subdivisions | \$ 441,273 | \$ 29,026 | \$ (360) | \$ 469,939 |
| Corporate bonds | 92,682 | 1,539 | (130) | 94,091 |
| Commercial mortgage-backed securities | 51,550 | 4,195 | | 55,745 |
| U.S. agency-based mortgage-backed securities | 46,096 | 4,162 | (44) | 50,214 |
| U.S. Treasury securities and obligations of U.S. Government agencies | 9,141 | 1,634 | | 10,775 |
| Asset-backed securities | 5,306 | 17 | (845) | 4,478 |
| Totals | \$ 646,048 | \$ 40,573 | \$ (1,379) | \$ 685,242 |

The gross unrealized gains and losses on, and the cost and fair value of, those investments classified as available-for-sale at December 31, 2011 are summarized as follows:

| | Cost | Gross Unrealized Gains (in thousands) | Gross Unrealized Losses (in thousands) | Fair Value |
|----------------------------------|-------------------|--|---|-------------------|
| Fixed Maturity: | | | | |
| States and political subdivision | \$ 55,275 | \$ 2,488 | \$ (1) | \$ 57,762 |
| Corporate bonds | 42,802 | 411 | (233) | 42,980 |
| Total Fixed Maturity | 98,077 | 2,899 | (234) | 100,742 |
| Equity securities | 11,776 | 661 | (197) | 12,240 |
| Totals | \$ 109,853 | \$ 3,560 | \$ (431) | \$ 112,982 |

A summary of the cost or amortized cost and fair value of investments in fixed maturity securities, classified as held-to-maturity at March 31, 2012, by contractual maturity, is as follows:

| Remaining Time to Maturity | Carrying Value (In thousands) | Fair Value |
|--|----------------------------------|-------------------|
| Less than one year | \$ 104,289 | \$ 104,905 |
| One to five years | 166,204 | 174,286 |
| Five to ten years | 135,135 | 148,120 |
| More than ten years | 144,033 | 153,077 |
| U.S. agency-based mortgage-backed securities | 42,801 | 46,719 |
| Commercial mortgage-backed securities | 51,545 | 57,049 |
| Asset-backed securities | 5,035 | 4,277 |
| Total | \$ 649,042 | \$ 688,433 |

A summary of the cost or amortized cost and fair value of investments in fixed maturity securities, classified as available-for-sale at March 31, 2012, by contractual maturity, is as follows:

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| Remaining Time to Maturity | Carrying Value | Fair Value |
|-----------------------------------|-----------------------|-------------------|
| | (In thousands) | |
| Less than one year | \$ 9,785 | \$ 9,801 |
| One to five years | 24,090 | 24,356 |
| Five to ten years | 12,283 | 12,740 |
| More than ten years | 52,672 | 55,125 |
| Total | \$ 98,830 | \$ 102,022 |

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The following table summarizes, as of March 31, 2012, gross unrealized losses on securities that were at a loss for either less than twelve months or twelve months or longer:

| | Less Than 12 Months | | As of March 31, 2012 12 Months or Greater | | Total | |
|---|--|-------------------------------|--|-------------------------------|--|-------------------------------|
| | Fair Value of Investments with Unrealized Losses | Gross Unrealized Losses | Fair Value of Investments with Unrealized Losses | Gross Unrealized Losses | Fair Value of Investments with Unrealized Losses | Gross Unrealized Losses |
| | (in thousands) | | | | | |
| Held-to-Maturity | | | | | | |
| Fixed maturity securities: | | | | | | |
| Corporate bonds | \$ 9,705 | \$ 29 | \$ 205 | \$ | \$ 9,910 | \$ 29 |
| States and political subdivisions | 22,942 | 259 | 5,840 | 229 | 28,782 | 488 |
| U.S. Treasury securities and obligations of U.S. Government agencies | 2,595 | 4 | | | 2,595 | 4 |
| U.S. agency-based mortgage-backed securities | | | 530 | 28 | 530 | 28 |
| Asset-backed securities | 545 | 3 | 3,679 | 772 | 4,224 | 775 |
| Total held-to-maturity securities | 35,787 | 295 | 10,254 | 1,029 | 46,041 | 1,324 |
| Available-for Sale | | | | | | |
| Fixed maturity securities: | | | | | | |
| Corporate bonds | \$ 3,717 | \$ 17 | \$ | \$ | \$ 3,717 | \$ 17 |
| States and political subdivisions | 7,997 | 126 | | | 7,997 | 126 |
| Equity Securities | 1,973 | 258 | | | 1,973 | 258 |
| Total available-for-sale securities | 13,687 | 401 | | | 13,687 | 401 |
| Total | \$ 49,474 | \$ 696 | \$ 10,254 | \$ 1,029 | \$ 59,728 | \$ 1,725 |

The following table summarizes, as of December 31, 2011, gross unrealized losses on securities that were at a loss for either less than twelve months or twelve months or longer:

| | Less Than 12 Months | | As of December 31, 2011 12 Months or Greater | | Total | |
|--|--|-------------------------------|--|-------------------------------|--|-------------------------------|
| | Fair Value of Investments with Unrealized Losses | Gross Unrealized Losses | Fair Value of Investments with Unrealized Losses | Gross Unrealized Losses | Fair Value of Investments with Unrealized Losses | Gross Unrealized Losses |
| | (in thousands) | | | | | |
| Held-to-Maturity | | | | | | |
| Fixed maturity securities: | | | | | | |
| Corporate bonds | \$ 23,063 | \$ 130 | \$ | \$ | \$ 23,063 | \$ 130 |
| State and political subdivisions | 2,291 | 3 | 5,718 | 357 | 8,009 | 360 |
| U.S. agency-based mortgage-backed securities | | | 1,012 | 44 | 1,012 | 44 |
| Asset-backed securities | 545 | 15 | 3,880 | 830 | 4,425 | 845 |
| Total held-to-maturity securities | 25,899 | 148 | 10,610 | 1,231 | 36,509 | 1,379 |

Available-for Sale

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| | | | | | | |
|--|------------------|---------------|------------------|-----------------|------------------|-----------------|
| Fixed maturity securities: | | | | | | |
| Corporate bonds | \$ 14,301 | \$ 233 | \$ | \$ | \$ 14,301 | \$ 233 |
| States and political subdivisions | 222 | 1 | | | 222 | 1 |
| Equity Securities | 2,789 | 197 | | | 2,789 | 197 |
| Total available-for-sale securities | 17,312 | 431 | | | 17,312 | 431 |
| Total | \$ 43,211 | \$ 579 | \$ 10,610 | \$ 1,231 | \$ 53,821 | \$ 1,810 |

In the three months ended March 31, 2012, we sold equity and fixed maturity securities classified as available-for-sale. The carrying value of these securities at disposal was \$19.1 million. Realized gains on the sale of these securities totaled \$1.8 million.

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We regularly review our investment portfolio to evaluate the necessity of recording impairment losses for other-than-temporary declines in the fair value of our investments. We consider various factors in determining if a decline in the fair value of an individual security is other-than-temporary. The key factors we consider are:

any reduction or elimination of dividends, or nonpayment of scheduled principal or interest payments;

the financial condition and near-term prospects of the issuer of the applicable security, including any specific events that may affect its operations or earnings;

how long and by how much the fair value of the security has been below its cost or amortized cost;

any downgrades of the security by a rating agency;

our intent not to sell the security for a sufficient time period for it to recover its value;

the likelihood of being forced to sell the security before the recovery of its value; and

an evaluation as to whether there are any credit losses on debt securities.

We reviewed all securities with unrealized losses in accordance with the impairment policy described above. We determined that the unrealized losses in the fixed maturity securities portfolios related primarily to changes in market interest rates since the date of purchase, current conditions in the capital markets and the impact of those conditions on market liquidity and prices generally and the transfer of the investments from the available-for-sale classification to the held-to-maturity classification in January 2004. We expect to recover the carrying value of these securities since management does not intend to sell the securities and it is not more likely than not that we will be required to sell the security before the recovery of its amortized cost basis. In addition, none of the unrealized losses on debt securities are considered credit losses.

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Note 5. Income Taxes

In accordance with FASB ASC Topic 740, Income Taxes, we provide for the recognition and measurement of deferred income tax benefits based on the likelihood of their realization in future years. As of March 31, 2012, the Company had no material unrecognized tax benefits and no adjustments to liabilities or operations were required.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. There were no uncertain tax positions recognized for the quarters ended March 31, 2012 and 2011.

Tax years 2008 through 2011 are subject to examination by the federal and state taxing authorities. In April 2012, the Company was notified by the Internal Revenue Service that the examination for tax year 2009 had been completed. The Internal Revenue Service concluded that the Company properly computed the 2009 net long-term capital loss carryback of \$8.1 million and the resulting \$2.9 million credit was being processed.

Note 6. Comprehensive Income

Comprehensive income was \$9.5 million for the three months ended March 31, 2012, compared to \$6.5 million for the three months ended March 31, 2011. The difference between net income as reported and comprehensive income was due to changes in unrealized gains and losses, net of tax.

Note 7. Fair Value Measurements

We carry available-for-sale securities at fair value in our consolidated financial statements and determine fair value measurements and disclosure in accordance with FASB ASC Topic 820, Fair Value Measurements and Disclosures.

The Company determined the fair values of its financial instruments based on the fair value hierarchy established in ASC Topic 820, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard defines fair value, describes three levels of inputs that may be used to measure fair value, and expands disclosures about fair value measurements.

Fair value is defined in ASC Topic 820 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is the price to sell an asset or transfer a liability and, therefore, represents an exit price, not an entry price. Fair value is the exit price in the principal market (or, if lacking a principal market, the most advantageous market) in which the reporting entity would transact. Fair value is a market-based measurement, not an entity-specific measurement, and, as such, is determined based on the assumptions that market participants would use in pricing the asset or liability. The exit price objective of a fair value measurement applies regardless of the reporting entity's intent and/or ability to sell the asset or transfer the liability at the measurement date.

ASC Topic 820 requires the use of valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present value amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset, also known as current replacement cost. Valuation techniques used to measure fair value are to be consistently applied.

In ASC Topic 820, inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value (such as a pricing model) and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable:

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity.

Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

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Valuation techniques used to measure fair value are intended to maximize the use of observable inputs and minimize the use of unobservable inputs. ASC Topic 820 establishes a fair value hierarchy that prioritizes the use of inputs used in valuation techniques into the following three levels:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data.

Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs are to be used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters.

The fair values of the Company's investments are based upon prices provided by an independent pricing service. The Company has reviewed these prices for reasonableness and has not adjusted any prices received from the independent provider. Securities reported at fair value utilizing Level 1 inputs represent assets whose fair value is determined based upon observable unadjusted quoted market prices for identical assets in active markets. Level 2 securities represent assets whose fair value is determined using observable market information such as previous day trade prices, quotes from less active markets or quoted prices of securities with similar characteristics. There were no transfers between Level 1 and Level 2 during the three months ended March 31, 2012.

At March 31, 2012, assets and liabilities measured at fair value on a recurring basis are summarized below:

| | Level 1 Inputs | Level 2 Inputs (in thousands) | Level 3 Inputs | Total Fair Value |
|--|-------------------|-------------------------------------|-------------------|---------------------|
| Securities available for sale - equity | | | | |
| Domestic common stock | \$ 3,585 | \$ | \$ | \$ 3,585 |
| Securities available for sale - fixed maturity | | | | |
| States and political subdivisions | | 59,149 | | 59,149 |
| Corporate bonds | | 42,873 | | 42,873 |
| Total available for sale - fixed maturity | | \$ 102,022 | \$ | \$ 102,022 |
| Total available for sale | \$ 3,585 | \$ 102,022 | \$ | \$ 105,607 |

At December 31, 2011, assets and liabilities measured at fair value on a recurring basis are summarized below:

| | Level 1 Inputs | Level 2 Inputs (in thousands) | Level 3 Inputs | Total Fair Value |
|--|-------------------|-------------------------------------|-------------------|---------------------|
| Securities available for sale - equity | | | | |
| Domestic common stock | \$ 11,460 | \$ | \$ | \$ 11,460 |

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| | | | | |
|--|--------|------------|------------|------------|
| Securities available for sale - fixed maturity | | | | |
| States and political subdivisions | 57,761 | | | 57,761 |
| Corporate bonds | 42,981 | | | 42,981 |
| | | | | |
| Total available for sale - fixed maturity | | \$ 100,742 | \$ | \$ 100,742 |
| | | | | |
| Total available for sale | | \$ 11,460 | \$ 100,742 | \$ |
| | | | | \$ 112,202 |

In addition, the Company held common securities in unconsolidated variable interest entities of approximately \$0.8 million at March 31, 2012, and December 31, 2011, which are carried at cost. These variable interest entities are further discussed below in Note 9.

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The Company determines fair value amounts for financial instruments using available third-party market information. When such information is not available, the Company determines the fair value amounts using appropriate valuation methodologies. Nonfinancial instruments such as real estate, property and equipment, deferred policy acquisition costs, deferred income taxes and loss and loss adjustment expense reserves are excluded from the fair value disclosure.

Cash and Cash Equivalents The carrying amounts reported in the accompanying consolidated balance sheets for these financial instruments approximate their fair values, which are characterized as a Level 1 asset.

Investments The fair values for fixed maturity and equity securities are based on prices obtained from an independent pricing service. Fixed maturity securities are characterized as a Level 2 asset, as their fair value are determined using observable market inputs. Equity securities are characterized as Level 1 assets, as their fair values are based on quoted prices in active markets.

Short Term Investments The carrying amounts reported in the accompanying consolidated balance sheets for these financial instruments approximate their fair values. These securities are characterized as a Level 2 asset in the fair value hierarchy.

Subordinated Debt Securities The carrying value of the Company's subordinated debt securities approximates the estimated fair value of the obligations as the interest rates on these securities are comparable to rates that the Company believes it presently would incur on comparable borrowings. These liabilities are characterized as a Level 2.

The following table summarizes the carrying or reported values and corresponding fair values for financial instruments:

| | As of March 31, 2012 | | As of December 31, 2011 | |
|--|----------------------|------------|-------------------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| | (In thousands) | | | |
| Assets: | | | | |
| Fixed maturity securities held-to-maturity | \$ 649,042 | \$ 688,433 | \$ 646,048 | \$ 685,242 |
| Fixed maturity securities available-for-sale | 102,022 | 102,022 | 100,742 | 100,742 |
| Equity securities | 4,365 | 4,365 | 12,240 | 12,240 |
| Cash and cash equivalents | 63,775 | 63,775 | 45,536 | 45,536 |
| Short-term Investments | 49,488 | 49,488 | 46,944 | 46,944 |
| Liabilities: | | | | |
| Subordinated debt securities: | | | | |
| ACT II | 25,780 | 25,780 | 25,780 | 25,780 |

Note 8. Treasury Stock

The Board of Directors initially authorized the Company's share repurchase program in February 2010. In October 2011, the Board reauthorized this program with a new limit of \$25.0 million. There were no shares purchased during the three months ended March 31, 2012. During the three months ended March 31, 2011, 159,062 shares were purchased for \$2.9 million, or an average price (including commissions) of \$17.98 per share.

Note 9. Variable Interest Entities

In 2003, the Company formed Amerisafe Capital Trust I (ACT I) for the sole purpose of issuing \$10.0 million in trust preferred securities. ACT I used the proceeds from the sale of these securities and the Company's initial capital contribution to purchase \$10.31 million of subordinated debt securities from the Company. In July 2011, the Company redeemed all \$10.31 million of subordinated debt securities from ACT I and the trust was canceled.

In 2004, the Company formed Amerisafe Capital Trust II (ACT II) for the sole purpose of issuing \$25.0 million in trust preferred securities. ACT II used the proceeds from the sale of these securities and the Company's initial capital contribution to purchase \$25.78 million of subordinated debt securities from the Company. The debt securities are the sole assets of ACT II, and the payments under the debt securities are the sole revenues of ACT II. On March 1, 2012, the Company's Board of Directors authorized the redemption of \$12.89 million of the \$25.78 million aggregate principal amount of subordinated debt securities. The redemption is expected to occur in the second quarter of 2012.

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The Company concluded that the equity investment in ACT II is not at risk since the subordinated debt securities issued by the Company are the sole assets of ACT II. Accordingly, the Trust is considered a variable interest entity. The Company is not considered to be the primary beneficiary of ACT II and has not consolidated this entity.

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Note 10. Recently Issued Accounting Pronouncements

In October 2010, the FASB issued Accounting Standards Update 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts* (previously referred to as Emerging Issues Task Force (EITF) Issue 09-G). This guidance changes the accounting for costs associated with acquiring or renewing insurance contracts in response to diversity in practice in the capitalization and amortization of those costs. Under the new guidance, deferrable costs will be limited to incremental direct costs of successful contract acquisition incurred with independent third parties and the portion of total employee compensation and payroll-related fringe benefits related to time spent performing specified acquisition activities (e.g., underwriting, policy issuance and processing) for successful acquisition efforts. Companies will have a choice between prospective and retrospective adoption. The new guidance is effective for fiscal years beginning after December 15, 2011. Pursuant to the new guidance, the Company adopted the standard on a retrospective basis. The Company's adoption resulted in a \$2.2 million reduction of deferred policy acquisition costs, a \$0.8 million decrease in deferred income tax liabilities and a \$1.4 million decrease to shareholders' equity at December 31, 2011. The adjustment to shareholders' equity resulted in a reduction in book value of \$0.08 per share based on the number of shares outstanding at January 1, 2012. The impact on the Company's results of operations at March 31, 2012 was not material.

In May 2011, the FASB issued Accounting Standards Update 2011-04 *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in GAAP and the International Financial Reporting Standards (IFRS)*. ASU 2011-04 clarifies some existing concepts, eliminates wording differences between GAAP and IFRS, and in some limited cases, changes principles to achieve convergence between GAAP and IFRS. ASU 2011-04 results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between GAAP and IFRS. ASU 2011-04 also expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. The new guidance will be effective for interim and annual periods beginning after December 15, 2011. The adoption of this guidance did not have a material impact on our consolidated financial statements.

In June 2011, the FASB issued Accounting Standards Update 2011-05, *Presentation of Comprehensive Income*. This guidance requires an entity to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present components of other comprehensive income as part of the statement of equity. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of this guidance did not have a material impact on our consolidated financial statements.

Note 11. Subsequent Events

In May 2012, the Company's Board of Directors authorized the redemption of the remaining \$12.89 million in outstanding subordinated debt securities due 2034. Interest on the subordinated debt securities accrues at a floating rate equal to the three-month LIBOR plus a marginal rate, and was equal to 4.3% at March 31, 2012. The redemption is expected to occur in the third quarter of 2012.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and the related notes included in Item 1 of this Quarterly Report on Form 10-Q, together with *Management's Discussion and Analysis of Financial Condition and Results of Operations* included in our Annual Report on Form 10-K for the year ended December 31, 2011.

We begin our discussion with an overview of our Company to give you an understanding of our business and the markets we serve. We then discuss our critical accounting policies. This is followed with a discussion of our results of operations for the three months ended March 31, 2012 and 2011. This discussion includes an analysis of certain significant period-to-period variances in our consolidated statements of operations. Our cash flows and financial condition are discussed under the caption *Liquidity and Capital Resources*.

Business Overview

AMERISAFE is a holding company that markets and underwrites workers' compensation insurance through its insurance subsidiaries. Workers compensation insurance covers statutorily prescribed benefits that employers are obligated to provide to their employees who are injured in the course and scope of their employment. Our business strategy is focused on providing this coverage to small to mid-sized employers engaged in hazardous industries, principally construction, trucking and agriculture. Employers engaged in hazardous industries pay substantially higher than average rates for workers' compensation insurance compared to employers in other industries, as measured per payroll dollar. The higher premium rates are due to the nature of the work performed and the inherent workplace danger of our target employers. Hazardous industry

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employers also tend to have less frequent but more severe claims as compared to employers in other industries due to the nature of their businesses. We employ a proactive, disciplined approach to underwriting employers and providing comprehensive services intended to lessen the overall incidence and cost of

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workplace injuries. We provide safety services at employers' workplaces as a vital component of our underwriting process and also to promote safer workplaces. We utilize intensive claims management practices that we believe permit us to reduce the overall cost of our claims. In addition, our audit services ensure that our policyholders pay the appropriate premiums required under the terms of their policies and enable us to monitor payroll patterns that cause underwriting, safety or fraud concerns. We believe that the higher premiums typically paid by our policyholders, together with our disciplined underwriting and safety, claims and audit services, provide us with the opportunity to earn attractive returns for our shareholders.

We actively market our insurance in 35 states and the District of Columbia through independent agencies, as well as through our wholly owned insurance agency subsidiary. We are also licensed in an additional 12 states and the U.S. Virgin Islands.

Table of Contents**Critical Accounting Policies**

Understanding our accounting policies is key to understanding our financial statements. Management considers some of these policies to be very important to the presentation of our financial results because they require us to make significant estimates and assumptions. These estimates and assumptions affect the reported amounts of our assets, liabilities, revenues and expenses and related disclosures. Some of the estimates result from judgments that can be subjective and complex and, consequently, actual results in future periods might differ from these estimates.

Management believes that the most critical accounting policies relate to the reporting of reserves for loss and loss adjustment expenses, including losses that have occurred but have not been reported prior to the reporting date, amounts recoverable from reinsurers, premiums receivable, assessments, deferred policy acquisition costs, deferred income taxes, the impairment of investment securities and share-based compensation. These critical accounting policies are more fully described in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations of Part II to our Annual Report on Form 10-K for the year ended December 31, 2011.

Results of Operations

The following table summarizes our consolidated financial results for the three months ended March 31, 2012 and 2011.

| | Three Months Ended March 31, | |
|-----------------------------------|--|-------------|
| | 2012 | 2011 |
| | (dollars in thousands, except per share data) | |
| | (unaudited) | |
| Gross premiums written | \$ 84,924 | \$ 71,359 |
| Net premiums earned | 69,790 | 60,089 |
| Net investment income | 6,914 | 6,546 |
| Total revenues | 78,654 | 66,959 |
| Total expenses | 67,221 | 59,469 |
| Net income | 9,561 | 6,630 |
| Diluted earnings per common share | \$ 0.52 | \$ 0.35 |
| Other Key Measures | | |
| Net combined ratio (1) | 96.0% | 98.3% |
| Return on average equity (2) | 10.8% | 8.0% |
| Book value per share (3) | \$ 19.78 | \$ 18.24 |

- (1) The net combined ratio is calculated by dividing the sum of loss and loss adjustment expenses incurred, underwriting and certain other operating costs, commissions, salaries and benefits, and policyholder dividends by the current period's net premiums earned.
- (2) Return on average equity is calculated by dividing the annualized net income by the average shareholders' equity for the applicable period.
- (3) Book value per share is calculated by dividing shareholders' equity by total outstanding shares.

Consolidated Results of Operations for Three Months Ended March 31, 2012 Compared to March 31, 2011

Gross Premiums Written. Gross premiums written for the quarter ended March 31, 2012 were \$84.9 million, compared to \$71.4 million for the same period in 2011, an increase of 19.0%. The increase was attributable to an \$8.0 million increase in annual premiums on voluntary policies written during the period and a \$5.4 million increase in premiums resulting from payroll audits and related premium adjustments for policies written in previous quarters.

Net Premiums Written. Net premiums written for the quarter ended March 31, 2012 were \$81.0 million, compared to \$67.8 million for the same period in 2011, an increase of 19.5%. The increase was primarily attributable to the increase in gross premiums written. As a percentage of gross premiums earned, ceded premiums were 5.3% for the first quarter of 2012, compared to 5.6% for the first quarter of 2011. For additional information, see Business Reinsurance in our Annual Report on Form 10-K for the year ended December 31, 2011.

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Net Premiums Earned. Net premiums earned for the first quarter of 2012 were \$69.8 million, compared to \$60.1 million for the same period in 2011, an increase of 16.1%. The increase was attributable to the increase in net premiums written in the quarter, offset by an increase in unearned premiums.

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Net Investment Income. Net investment income for the quarter ended March 31, 2012 was \$6.9 million, compared to \$6.5 million for the same period in 2011. Average invested assets, including cash and cash equivalents, were \$863.4 million in the quarter ended March 31, 2012, compared to an average of \$825.2 million for the same period in 2011, an increase of 4.6%. The pre-tax investment yield on our investment portfolio was 3.2% per annum during the quarters ended March 31, 2012 and 2011. The tax-equivalent yield on our investment portfolio was 4.5% per annum for the quarter ended March 31, 2012, compared to 4.6% per annum for the same period in 2011. The tax-equivalent yield is calculated using the effective interest rate and a 35% marginal tax rate.

Net Realized Gains (Losses) on Investments. Net realized gains on investments for the three months ended March 31, 2012 totaled \$1.8 million, compared to net realized gains of \$0.1 million for the same period in 2011. Net realized gains in the first quarter of 2012 and 2011 were attributable to realized gains from the sale of equity securities and fixed maturity securities from the available-for-sale portfolio.

Loss and Loss Adjustment Expenses Incurred. Loss and loss adjustment expenses (LAE) incurred totaled \$51.8 million for the three months ended March 31, 2012, compared to \$44.2 million for the same period in 2011, an increase of \$7.7 million, or 17.4%. The current accident year losses and LAE incurred were \$53.4 million, or 76.5% of net premiums earned, compared to \$46.3 million, or 77.0% of net premiums earned, for the same period in 2011. We recorded favorable prior accident year development of \$1.6 million in the first quarter of 2012, compared to \$2.1 million in the same period of 2011, as further discussed below in Prior Year Development. Our net loss ratio was 74.3% in the first quarter of 2012, compared to 73.5% for the same period of 2011.

Underwriting and Certain Other Operating Costs, Commissions and Salaries and Benefits. Underwriting and certain other operating costs, commissions and salaries and benefits for the quarter ended March 31, 2012 were \$14.7 million, compared to \$14.6 million for the same period in 2011, an increase of 1.1%. This increase was primarily due to a \$1.0 million increase in commission expense, a \$0.5 million increase in premium taxes and a \$0.2 million increase in legal and professional fees. Offsetting these increases was a \$1.6 million increase in experience-rated commissions. Our expense ratio was 21.1% in the first quarter of 2012 compared to 24.2% in the first quarter of 2011.

Interest expense. Interest expense for the first quarter of 2012 was \$0.3 million, compared to \$0.4 million for the same period in 2011. Weighted average borrowings for the quarter ended March 31, 2012 were \$25.8 million, compared to \$36.1 million for the same period in 2011. The weighted average interest rate increased to 4.3% per annum for the first quarter of 2012 from 4.2% per annum for the first quarter of 2011.

Income tax expense. Income tax expense for the three months ended March 31, 2012 was \$1.9 million, compared to \$0.9 million for the same period in 2011. The increase was attributable to an increase in pre-tax income to \$11.4 million in the first quarter of 2012 from \$7.5 million in the first quarter of 2011. The effective tax rate also increased to 16.4% in the first quarter of 2012 from 11.5% in the first quarter of 2011. The increase in the effective tax rate was attributable to a lower ratio of tax-exempt investment income to pre-tax income in the first quarter of 2012 compared to the first quarter of 2011.

Liquidity and Capital Resources

Our principal sources of operating funds are premiums, investment income and proceeds from sales and maturities of investments. Our primary uses of operating funds include payments of claims and operating expenses. Currently, we pay claims using cash flow from operations and invest our excess cash in fixed maturity securities.

Net cash provided by operating activities was \$18.1 million for the three months ended March 31, 2012, which represented a \$17.6 million increase from \$0.5 million in net cash provided by operating activities for the three months ended March 31, 2011. This increase in operating cash flow was attributable to a \$9.3 million decrease in expense disbursements, a \$5.5 million increase in premiums collected, a \$1.8 million increase in investment income, a \$0.6 million increase in reinsurance recoveries, a \$0.6 million decrease in policyholder dividends paid and a \$0.6 million decrease in losses paid. Offsetting these increases was a \$2.0 million increase in federal income taxes paid.

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Net cash provided by investing activities was \$0.2 million for the three months ended March 31, 2012, compared to net cash used in investment activities of \$7.9 million for the same period in 2011. Cash provided by sales and maturities of investments totaled \$73.6 million for the three months ended March 31, 2012, compared to \$63.7 million for the same period in 2011. A total of \$73.4 million in cash was used to purchase investments in the three months ended March 31, 2012, compared to \$71.6 million in purchases for the same period in 2011.

Net cash used in financing activities in the three months ended March 31, 2012 was \$0.0 million, compared to \$1.3 million for the same period in 2011. In the three months ended March, 31, 2012, there were no repurchases of outstanding shares of our common stock, compared to \$2.9 million for the same period in 2011. There were no proceeds from stock option exercises in the three months ended March 31, 2012, compared to \$1.2 million for the same period in 2011.

The Board of Directors initially authorized the Company's share repurchase program in February 2010. In October 2011, the Board reauthorized this program with a new limit of \$25.0 million. There were no shares purchased during the three months ended March 31, 2012. During the three months ended March 31, 2011, 159,062 shares were purchased for \$2.9 million, or an average price (including commissions) of \$17.98 per share.

In May 2012, the Company's Board of Directors authorized the redemption of the remaining \$12.89 million in outstanding subordinated debt securities. The redemption is expected to occur in the third quarter of 2012, with the redemption being funded from available capital.

Investment Portfolio

As of March 31, 2012, our investment portfolio, including cash and cash equivalents, totaled \$868.7 million, an increase of 5.4% from March 31, 2011. Effective April 1, 2010, purchases of fixed maturity securities are classified as available-for-sale or held-to-maturity based on the individual security. Such classification is made at the time of purchase. The reported value of our fixed maturity securities classified as held-to-maturity, as defined by FASB ASC Topic 320, Investments-Debt and Equity Securities, was equal to their amortized cost, and thus was not impacted by changing interest rates. Our equity securities and fixed maturity securities classified as available-for-sale were reported at fair value.

The composition of our investment portfolio, including cash and cash equivalents, as of March 31, 2012, is shown in the following table:

| | Carrying Value | Percentage of Portfolio |
|--|-------------------|----------------------------|
| | (in thousands) | |
| Fixed maturity securities held-to-maturity: | | |
| States and political subdivisions | \$ 437,279 | 50.4% |
| U.S. agency-based mortgage-backed securities | 42,801 | 4.9% |
| Commercial mortgage-backed securities | 51,545 | 5.9% |
| U.S. Treasury securities and obligations of U.S. Government agencies | 10,962 | 1.3% |
| Corporate bonds | 101,420 | 11.7% |
| Asset-backed securities | 5,035 | 0.6% |
| Total fixed maturity securities held-to-maturity | 649,042 | 74.8% |
| Fixed maturity securities available-for-sale: | | |
| States and political subdivisions | 59,148 | 6.8% |
| Corporate bonds | 42,874 | 4.9% |
| Total fixed maturity securities available-for-sale | 102,022 | 11.7% |
| Equity securities | 4,365 | 0.5% |
| Short-term investments | 49,488 | 5.7% |
| Cash and cash equivalents | 63,775 | 7.3% |

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| | | |
|--|------------|--------|
| Total investments, including cash and cash equivalents | \$ 868,692 | 100.0% |
|--|------------|--------|

Our securities classified as available-for-sale are marked to market as of the end of each calendar quarter. As of that date, unrealized gains and losses are recorded to Accumulated Other Comprehensive Income, except when such securities are deemed to be other-than-temporarily impaired. For our securities classified as held-to-maturity, unrealized gains and losses are not recorded in the financial statements until realized or until a decline in fair value, below amortized cost, is deemed to be other-than-temporary.

Table of Contents**Prior Year Development**

The Company recorded favorable prior accident year development of \$1.6 million in the three months ended March 31, 2012. The table below sets forth the favorable or unfavorable development for the three months ended March 31, 2012 and 2011 for accident years 2007 through 2011 and, collectively, for all accident years prior to 2007.

| Accident Year | Favorable/(Unfavorable) Development | |
|-----------------------|---|--------------------------------------|
| | Three Months Ended March 31, 2012 | Three Months Ended March 31, 2011 |
| | (in millions) | |
| 2011 | \$ | \$ |
| 2010 | (3.6) | (13.7) |
| 2009 | 0.1 | 0.0 |
| 2008 | 0.3 | 2.2 |
| 2007 | 2.8 | 6.1 |
| Prior to 2007 | 2.0 | 7.5 |
| Total net development | \$ 1.6 | \$ 2.1 |

The table below sets forth the number of open claims as of March 31, 2012 and 2011, and the number of claims reported and closed during the three months then ended.

| | Three Months Ended March 31, | |
|------------------------------------|---------------------------------|---------|
| | 2012 | 2011 |
| Open claims at beginning of period | 5,184 | 5,129 |
| Claims reported | 1,371 | 1,335 |
| Claims closed | (1,458) | (1,363) |
| Open claims at end of period | 5,097 | 5,101 |

The number of open claims at March 31, 2012 decreased by 4 claims as compared to the number of open claims at March 31, 2011. Efforts continue to close prior year claims, especially in those circumstances where the claim could be settled for less than the corresponding case reserve amount (which amount represents the estimated ultimate cost to settle the claim, undiscounted). Management believes that these efforts have contributed, in part, to the favorable prior accident year development recorded for the three months ended March 31, 2012.

At March 31, 2012, our incurred amounts for certain accident years, particularly 2006, 2007 and 2008, have not developed to the degree management previously expected. The assumptions we used in establishing our reserves for these accident years were based on our historical claims data. However, as of March 31, 2012, actual results for these accident years have been better than our assumptions would have predicted. At the same time, actual results for accident year 2010 are higher than we predicted. We do not presently intend to modify our assumptions for establishing reserves in light of recent results. However, if actual results for current and future accident years are consistent with, or different than, our results in these recent accident years, our historical claims data will reflect these changes and, over time, will impact the reserves we establish for future claims.

Our reserves for loss and loss adjustment expenses are inherently uncertain and our focus on providing workers' compensation insurance to employers engaged in hazardous industries results in our receiving relatively fewer but more severe claims than many other workers' compensation insurance companies. As a result of this focus on higher severity, lower frequency business, our reserve for loss and loss adjustment expenses may have greater volatility than other workers' compensation insurance companies. For additional information, see Business Loss Reserves in our Annual Report on Form 10-K for the year ended December 31, 2011.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market risk is the risk of potential economic loss principally arising from adverse changes in the fair value of financial instruments. The major components of market risk affecting us are credit risk, interest rate risk and equity price risk. We currently have no exposure to foreign currency risk.

Since December 31, 2011, there have been no material changes in the quantitative or qualitative aspect of our market risk profile. For additional information regarding the Company's exposure to certain market risks, see Item 7A, Quantitative and Qualitative Disclosures About Market Risk in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

Table of Contents**Item 4. Controls and Procedures.**

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report to provide reasonable assurance that information we are required to disclose in reports that are filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms. We note that the design of any system of controls is based in part upon assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving the stated goals under all potential future conditions.

There have not been any changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

The following table summarizes the Company's purchases of its common stock, par value \$0.01 per share, during the three months ended March 31, 2012:

| Period | Total Number of Shares Purchased | Average Price Paid per Share (1) | Total Number of Shares Purchased as Part of Publicly Announced Program (2) | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (in thousands) |
|---------------------------------------|---|-------------------------------------|---|---|
| January 1, 2012 to January 31, 2012 | | \$ | | \$ 24,388 |
| February 1, 2012 to February 29, 2012 | | | | 24,388 |
| March 1, 2012 to March 31, 2012 | | | | 24,388 |

Total

- (1) Average price per share includes commissions.
- (2) The Board of Directors initially authorized the Company's share repurchase program in February 2010. In October 2011, the Board reauthorized this program with a new limit of \$25.0 million. Unless reauthorized, the program will expire on December 31, 2012.

Table of Contents**Item 6. Exhibits.**

| Exhibit | |
|----------------|--|
| No. | Description |
| 31.1 | Certification of C. Allen Bradley, Jr. filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of G. Janelle Frost filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of C. Allen Bradley, Jr. and G. Janelle Frost filed pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS* | XBRL Instance Document |
| 101.SCH* | XBRL Taxonomy Extension Schema Document |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document |

* XBRL information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, and is not subject to liability under those sections, is not part of any registration statement or prospectus to which it relates and is not incorporated or deemed to be incorporated by reference into any registration statement, prospectus or other document.

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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.

AMERISAFE, INC.

May 10, 2012

/s/ C. ALLEN BRADLEY, JR.
C. Allen Bradley, Jr.
Chairman and Chief Executive Officer
(Principal Executive Officer)

May 10, 2012

/s/ G. JANELLE FROST
G. Janelle Frost
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Table of Contents**EXHIBIT INDEX**

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