

MEADOWBROOK INSURANCE GROUP INC

Form 8-K

July 15, 2008

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**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 14, 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 14, 2008, Meadowbrook Insurance Group, Inc., a Michigan corporation ( Meadowbrook ), and ProCentury Corporation, an Ohio corporation ( ProCentury ), issued a joint press release announcing that, at their respective special meetings of shareholders held on July 14, 2008, their respective shareholders approved and adopted the Agreement and Plan of Merger dated as of February 20, 2008, (as amended) between Meadowbrook, MBKPC Corp., and ProCentury.

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 14, 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 14, 2008

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

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

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document Description</b>
99.1	Press Release, dated July 14, 2008.