

RLI CORP  
Form 8-K  
December 10, 2003

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**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): **December 9, 2003**

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**RLI Corp.**

(Exact name of registrant as specified in its charter)

**Illinois**  
(State or other jurisdiction of  
incorporation or organization)

**0-6612**  
(Commission File  
Number)  
**9025 North Lindbergh Drive**  
**Peoria, Illinois 61615**

**37-0889946**  
(IRS Employer  
Identification No.)

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(309) 692-1000**

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**Item 5. Other Events**

Certain exhibits are filed herewith in connection with the Prospectus Supplement dated December 9, 2003, to the Prospectus dated December 8, 2003, filed as part of the Registration Statement on Form S-3 (Registration No. 333-109568; declared effective on October 17, 2003) filed by RLI Corp. (the "Company") with the Securities and Exchange Commission covering Debt Securities issuable under a Senior Indenture (the "Indenture") dated as of December 9, 2003, between the Company and J.P. Morgan Trust Company, National Association, as trustee (the "Trustee").

On December 9, 2003, the Company executed an Underwriting Agreement (the "Underwriting Agreement") with Credit Suisse First Boston LLC, as representative of the several underwriters. Pursuant to the Underwriting Agreement, the Company is issuing \$100,000,000 principal amount of its 5.95% Senior Notes due 2014 (the "Securities") under the Indenture, subject to the designation of the terms of the Notes, pursuant to an Officers' Certificate (the "Officers' Certificate"), dated as of December 9, 2003, under Section 2.02(b) of the Indenture. The Underwriting Agreement, the Indenture, the Officers' Certificate and an opinion of Katten Muchin Zavis Rosenman, counsel to the Company, are filed as

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exhibits hereto and are incorporated herein by reference. The form of the Securities is included as Exhibit A-1 to Attachment A to the Officers' Certificate.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits.

| <b>Exhibit No.</b> | <b>Exhibit</b>   |
|--------------------|--|
| 1                  | Underwriting Agreement, dated as of December 9, 2003, between the Company and Credit Suisse First Boston LLC   |
| 4.1                | Indenture between the Company and the Trustee  |
| 4.2                | Officers' Certificate, including the terms of the Company's 5.95% Senior Notes due 2014 as Attachment A, and including form of the Securities as Exhibit A-1 to Attachment A |
| 5.1                | Opinion of Katten Muchin Zavis Rosenman regarding the legality of the Securities   |
| 23.1               | Consent of Katten Muchin Zavis Rosenman (included in Exhibit 5.1 hereto)   |

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**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.

Dated: December 10, 2003

**RLI CORP.**

By: /s/ JOSEPH E. DONDANVILLE

Joseph E. Dondanville  
Senior Vice President & Chief Financial Officer

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**Exhibit Index**

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[SIGNATURE](#)

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