



## Edgar Filing: PROASSURANCE CORP - Form 8-K

provides for the merger of NCRIC into a newly formed wholly owned subsidiary of the Registrant. Under the terms of the agreement each holder of common stock of NCRIC will have the right to receive 0.25 of a share of Registrant's common stock for each share of NCRIC common stock. This exchange ratio is subject to adjustment in the event that the market price of the Registrant's stock prior to the closing either exceeds \$44 or is less than \$36 such that the exchange ratio would then be adjusted so that the value of the Registrant's stock to be issued for a NCRIC share would neither exceed \$11 nor be less than \$9, respectively. The transaction is subject to required regulatory approvals and a vote of NCRIC stockholders and is expected to close early in the third quarter of 2005. A copy of the Merger Agreement is attached as Exhibit 2.1 to this report.

### Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No. -----	Description -----
2.1	Agreement and Plan of Merger dated as of February 28, 2005 among ProAssurance Corporation, NCRIC Group, Inc. and NCP Merger Corporation (the schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K).

### 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: March 2, 2005

PROASSURANCE CORPORATION

By: /s/ Howard H. Friedman  
-----

Howard H. Friedman  
Chief Financial Officer