

SIGNATURE GROUP HOLDINGS, INC.  
Form DEFA14A  
June 26, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934,**  
**as amended**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under ss. 240.14a-12

**SIGNATURE GROUP HOLDINGS, INC.**

(Name of Registrant as Specified in Its Charter)

**Not Applicable**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

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2. Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
4. Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
5. Total fee paid:
  
  
  
  
  
  
  
  
  
  
- Fee paid previously with preliminary materials.
  
  
  
  
  
  
  
  
  
  
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  
  
  
  
  
  
  
  
  
  
1. Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
2. Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
3. Filing Party:
  
  
  
  
  
  
  
  
  
  
4. Date Filed:



**EXPLANATORY NOTE**

This supplement to the proxy statement on Schedule 14A (the Proxy Statement ) filed by Signature Group Holdings, Inc. ( Signature or the Company ) with the Securities and Exchange Commission (the SEC ) on May 18, 2012 amends and supplements certain information contained in the Definitive Additional Materials filed by the Company with the SEC on May 30, 2012 relating to the participants in the Company s solicitation of proxies in connection with the 2012 Annual Meeting of Stockholders to be held on July 24, 2012. Supplemental Information to the Proxy Statement Regarding Participants is hereby amended by inserting the information set forth below into each of the tables titled Name, Principal Occupation and Business Address, Beneficial Ownership and Disclaimed Ownership , and Information Regarding Transactions by Participants in Securities of Signature, respectively.

**PROXY SUPPLEMENT****SUPPLEMENTAL INFORMATION TO THE PROXY STATEMENT REGARDING****PARTICIPANTS****Name, Principal Occupation and Business Address**

| <b>Name</b>    | <b>Principal Occupation</b>                            | <b>Business Address</b>   |
|----------------|--|---|
| David N. Brody | Senior Vice President, Counsel and Corporate Secretary | Signature Group Holdings, Inc., 15303 Ventura Blvd., Suite 1600, Sherman Oaks, CA 91403 |

**Beneficial Ownership and Disclaimed Ownership**

| <b>Name</b>    | <b>Beneficially Owned</b> | <b>Percentage Owned</b> |
|----------------|---------------------------|-------------------------|
| David N. Brody | 55,882 <sup>(1)</sup>     | *                       |

\* Less than 1.00%

(1) Includes (i) 14,215 shares held directly and (ii) 41,667 shares underlying currently exercisable options.

**Information Regarding Transactions by Participants in Securities of Signature**

| <b>Name</b>    | <b>Date</b>  | <b>Number of Shares of</b> |  | <b>Transaction Type</b> |
|----------------|--------------|----------------------------|--|-------------------------|
|                |              | <b>Common Stock</b>        |  |                         |
| David N. Brody | May 14, 2012 | 13,000                     |  | 2                       |
|                | May 8, 2012  | 50,000                     |  | 3                       |
|                | May 8, 2012  | 100,000                    |  | 3                       |

1 = Grant of shares of restricted common stock by Signature.

2 = Open market purchase of Signature common stock.

3 = Grant of employee stock options by Signature. The table presents the number of shares of Signature common stock for which the stock option is exercisable, subject to vesting.

4 = Private placement of Signature common stock to certain investors in connection with Signature's emergence from bankruptcy proceedings on June 11, 2010.

5 = Private placement of warrants to certain investors in connection with Signature's emergence from bankruptcy proceedings on June 11, 2010. The table presents the number of shares of Signature common stock for which the warrant is exercisable, subject to vesting.

6 = Shares of Signature common stock received in exchange for the cancellation of trust preferred securities previously issued by a statutory business trust of Fremont General Corporation.