

UNIVERSAL INSURANCE HOLDINGS, INC.  
Form 8-K  
June 10, 2015

**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

June 4, 2015

Date of report (Date of earliest event reported)

**Universal Insurance Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction

**001-33251**

(Commission file number)

**65-0231984**

(IRS Employer

of incorporation or organization)

Identification No.)

**1110 W. Commercial Blvd., Fort Lauderdale, Florida 33309**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (954) 958-1200

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 (see General Instruction A.2. below):

- .. Written communication 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)).

**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Effective June 4, 2015, Kimberly D. Cooper assumed the role of Chief Administrative Officer of Universal Insurance Holdings, Inc. ( Company ) from Stephen J. Donaghy, who had been serving as both the Company s Chief Administrative Officer and Chief Marketing Officer. Mr. Donaghy will remain the Company s Chief Marketing Officer. Ms. Cooper, age 37, has been employed by the Company since 2007, and in addition to serving as the Company s Chief Administrative Officer, will continue to serve as the Company s Chief Information Officer.

**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

At the Company s Annual Meeting of Shareholders held on June 4, 2015, the Company s shareholders voted on two proposals, the final voting results of which are provided below.

Proposal No. 1: Election of Directors. The following individuals were elected to the Company s Board of Directors ( Board ) by the holders of the Company s common stock, Series M Preferred Stock and Series A Preferred Stock, voting together as one class:

| <b>Name</b>            | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------|-----------------|-------------------------|
| Scott P. Callahan      | 11,981,007 | 12,476,102      | 7,547,183               |
| Sean P. Downes         | 20,496,672 | 3,960,437       | 7,547,183               |
| Darryl L. Lewis        | 19,197,321 | 5,259,788       | 7,547,183               |
| Ralph J. Palmieri      | 23,168,662 | 1,288,447       | 7,547,183               |
| Richard D. Peterson    | 19,062,403 | 5,394,706       | 7,547,183               |
| Michael A. Pietrangelo | 16,660,727 | 7,796,382       | 7,547,183               |
| Ozzie A. Schindler     | 23,918,614 | 538,495         | 7,547,183               |
| Jon W. Springer        | 22,898,460 | 1,558,649       | 7,547,183               |
| Joel M. Wilentz        | 23,397,711 | 1,059,398       | 7,547,183               |

Scott P. Callahan was elected to the Board with fewer votes for his election than the number of votes withheld. In considering the best interests of the Company and its shareholders, the Board considered Mr. Callahan's unique qualifications and industry experience, his substantial contributions to the development and implementation of the Company's reinsurance program, his past and expected future contributions as both a director and a consultant, the overall composition of the Board, and that the shares withheld for Mr. Callahan's reelection appear only to be a consequence of his consulting arrangement with the Company. The Board previously determined that Mr. Callahan is independent under applicable New York Stock Exchange and Securities and Exchange Commission rules. After consideration, the Board expressed its continued support of Mr. Callahan's role with the Company as a consultant and director.

Proposal No. 2: The shareholders voted to ratify the appointment of Plante & Moran, PLLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

|                   |            |
|-------------------|------------|
| For:              | 31,020,771 |
| Against:          | 383,358    |
| Abstain:          | 600,163    |
| Broker Non-Votes: | 0          |

**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.

UNIVERSAL INSURANCE

HOLDINGS, INC.

Date: June 4, 2015

/s/ Frank W. Wilcox  
Frank W. Wilcox  
Chief Financial Officer