

PROASSURANCE CORP  
Form DEFA14A  
April 06, 2010

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**SCHEDULE 14A**  
**(RULE 14a-101)**  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO. \_\_\_\_\_)

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 pursuant to Rule 14a-11(c) or Rule 14a-12

**ProAssurance Corporation**

(Name of Registrant as Specified in Its Charter)

(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

The filing fee of \$\_\_\_\_\_ was calculated on the basis of the information that follows:

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

- o Fee paid previously with preliminary materials.
  
- o 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:

---

\*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 19, 2010 Meeting Information PROASSURANCE CORPORATION Meeting Type: Annual Meeting For holders as of: March 26, 2010 B Date: May 19, 2010 Time: 10:00 AM CDT A Location: ProAssurance Headquarters R 5th Floor C 100 Brookwood Place O Birmingham, Alabama 35209 D E You are receiving this communication because you hold PROASSURANCE CORPORATION shares in the above named company. 100 BROOKWOOD PLACE BIRMINGHAM, AL 35209 This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an Investor Address Line 1 overview of the more complete proxy materials that are 15 12 1 available to you on the Internet. You may view the proxy Investor Address Line 2 Investor Address Line 3 OF materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a Investor Address Line 4 paper copy (see reverse side). Investor Address Line 5 2 R2.09.05.010 John Sample We encourage you to access and review all of the important 1234 ANYWHERE STREET information contained in the proxy materials before voting. ANY CITY, ON A1A 1A1 \_1 See the reverse side of this notice to obtain 0000060907 proxy materials and voting instructions. Broadridge Internal Use Only Job # Envelope # Sequence # # of # Sequence #

---

Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:  
1. Notice & Proxy Statement 2. Annual Report How to View Online: Have the 12-Digit Control Number available (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 05, 2010 to facilitate timely delivery. . To facilitate timely delivery please make the request as instructed above on or before How To Vote Please Choose One of the Following Voting Methods R2.09.05.010 Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special \_2 requirements for meeting attendance. At the meeting you will need to request a ballot to vote these shares. 0000060907 Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the 12-Digit Control Number available and follow the instructions. Internal Use Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. Only

---

Voting items The Board of Directors recommends that you vote FOR the following: 1. Election of Directors Nominees 01 Victor T. Adamo, Esq. 02 William J. Listwan, MD 03 W. Stancil Starnes, Esq The Board of Directors recommends you vote FOR the following proposal(s): B 2 To ratify the appointment of Ernst & Young LLP as independent auditors A R NOTE: If this proxy is properly executed, the shares of ProAssurance Corporation common stock represented by this C proxy will be voted as directed by the undersigned. If no direction is made, the shares will be vote FOR the election as directors of all nominees listed herein and FOR the ratification of the appointment of Ernst & Young O LLP as independent auditors. D Such other business as may properly come before the meeting or any adjournment thereof. E R2.09.05.010 \_3 @ 0000 0000 0000 0000060907 Broadridge Internal Use Only xxxxxxxxxxx xxxxxxxxxxx Cusip Job # Envelope # Sequence # # of # Sequence #

---

Reserved for Broadridge Internal Control Information NAME THE COMPANY NAME INC.  
COMMON 123,456,789,012.12345 THE COMPANY NAME INC. CLASS A 123,456,789,012.12345  
THE COMPANY NAME INC. - CLASS B 123,456,789,012.12345 THE COMPANY NAME INC.  
CLASS C 123,456,789,012.12345 THE COMPANY NAME INC. CLASS D 123,456,789,012.12345  
THE COMPANY NAME INC. CLASS E 123,456,789,012.12345 THE COMPANY NAME INC.  
CLASS F 123,456,789,012.12345 THE COMPANY NAME INC. 401 K 123,456,789,012.12345  
R2.09.05.010 \_4 0000060907 Broadridge Internal Use Only Job # THIS SPACE RESERVED FOR  
SIGNATURES IF APPLICABLE Envelope # Sequence # # of # Sequence #

---

\*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 19, 2010 Meeting Information PROASSURANCE CORPORATION Meeting Type: Annual Meeting For holders as of: March 26, 2010 B Date: May 19, 2010 Time: 10:00 AM CDT A Location: ProAssurance Headquarters R 5th Floor C BROKER 100 Brookwood Place LOGO O HERE Birmingham, Alabama 35209 D E You are receiving this communication because you hold Return Address Line 1 shares in the above named company. Return Address Line 2 Return Address Line 3 51 MERCEDES WAY This is not a ballot. You cannot use this notice to vote EDGEWOOD NY 11717 these shares. This communication presents only an Investor Address Line 1 overview of the more complete proxy materials that are Investor Address Line 2 1 available to you on the Internet. You may view the proxy Investor Address Line 3 materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a Investor Address Line 4 15 12 OF paper copy (see reverse side). Investor Address Line 5 R2.09.05.010 John Sample 2 We encourage you to access and review all of the important 1234 ANYWHERE STREET information contained in the proxy materials before voting. ANY CITY, ON A1A 1A1 \_1 See the reverse side of this notice to obtain 0000060905 proxy materials and voting instructions. Broadridge Internal Use Only Job # Envelope # Sequence # # of # Sequence #

---

Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:  
1. Notice & Proxy Statement 2. Annual Report How to View Online: Have the 12-Digit Control Number available (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 05, 2010 to facilitate timely delivery. . To facilitate timely delivery please make the request as instructed above on or before How To Vote Please Choose One of the Following Voting Methods Vote In Person: If you choose to vote these shares in person at the meeting, you must request a legal proxy. To do R2.09.05.010 so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the \_2 possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any 0000060905 special requirements for meeting attendance. Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the 12-Digit Control Number available and follow the instructions. Internal Use Only Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

---



Voting items The Board of Directors recommends that you vote FOR the following: 1. Election of Directors Nominees 01 Victor T. Adamo, Esq. 02 William J. Listwan, MD 03 W. Stancil Starnes, Esq The Board of Directors recommends you vote FOR the following proposal(s): B 2 To ratify the appointment of Ernst & Young LLP as independent auditors A R NOTE: If this proxy is properly executed, the shares of ProAssurance Corporation common stock represented by this C proxy will be voted as directed by the undersigned. If no direction is made, the shares will be vote FOR the election as directors of all nominees listed herein and FOR the ratification of the appointment of Ernst O & Young LLP as independent auditors. D Such other business as may properly come before the meeting or any adjournment thereof. E R2.09.05.010 \_3 @ 0000 0000 0000 0000060905 Broadridge Internal Use Only xxxxxxxxxxx xxxxxxxxxxx Cusip Job # Envelope # Sequence # # of # Sequence #

---

Reserved for Broadridge Internal Control Information Voting Instructions THIS SPACE RESERVED  
FOR LANGUAGE PERTAINING TO BANKS AND BROKERS R2.09.05.010 AS REQUIRED BY  
THE NEW YORK STOCK EXCHANGE 0000060905\_4 Broadridge Internal Use Only P99999-010 Job  
# THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE Envelope # 12 Sequence 15 # # of #  
Sequence # # OF #