

SAFETY INSURANCE GROUP INC  
Form 8-K  
May 30, 2012

**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**

**May 23, 2012**

Date of Report (Date of earliest event reported)

**SAFETY INSURANCE GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50070**  
(Commission  
File Number)

**13-4181699**  
(I.R.S. Employer  
Identification No.)

**20 Custom House Street, Boston, Massachusetts 02110**

(Address of principal executive offices including zip code)

**(617) 951-0600**

(Registrant's telephone number, including area code)

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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:

- Written communications 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))
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**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Shareholders of Safety Insurance Group, Inc. (the Company) was held on May 23, 2012. Set forth below, with respect to each matter, as applicable, are the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes.

**1. Election of Directors**

Peter J. Manning and David K. McKown were each elected as a Class I director of the Company to serve a three-year term. The voting results were as follows:

| Nominee          | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|-----------|----------------|------------------|
| Peter J. Manning | 7,077,942 | 4,610,666      | 2,389,089        |
| David K. McKown  | 7,078,534 | 4,610,074      | 2,389,089        |

In addition, the terms of the following directors continued after the Annual Meeting: David F. Brussard, A. Richard Caputo, Jr. and Frederic H. Lindeberg.

**2. Ratification of Appointment of Independent Registered Public Accounting Firm**

The shareholders of the Company ratified the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2012. The voting results were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 13,997,737 | 78,012        | 1,948       | 0                |

**3. Advisory Vote on Executive Compensation**

The shareholders of the Company did not approve, on a non-binding advisory basis, the executive compensation as disclosed in the Company's Proxy Statement dated April 20, 2012. The voting results were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,934,602 | 6,549,352     | 204,654     | 2,389,089        |

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The Board of Directors will take this advisory vote under consideration in making future decisions regarding executive compensation.

**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.

**Safety Insurance Group, Inc.**  
(Registrant)

Date: **May 30, 2012**

By: **/s/ WILLIAM J. BEGLEY, JR.**  
William J. Begley, Jr.  
*V.P., Chief Financial Officer and Secretary*