

AMERICAN NATIONAL INSURANCE CO /TX/  
Form 8-K  
August 06, 2013

**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**

**Date of report (Date of earliest event reported) August 5, 2013**

**AMERICAN NATIONAL INSURANCE COMPANY**

(Exact name of registrant as specified in its charter)

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

**001-34280**  
(Commission

File Number)

**74-0484030**  
(IRS employer  
Identification No.)

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**One Moody Plaza Galveston, Texas**  
**(Address of principal executive offices)**  
**Registrant's telephone number, including area code (409) 763-4661**

**77550-7999**  
**(Zip Code)**

**n/a**

**(Former name or former address, if changed since last report)**

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))

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

On August 5, 2013, we notified the NASDAQ Stock Market that an independent member of our Board of Directors, Frank P. Williamson, died on August 3, 2013. Mr. Williamson served on our Board of Directors and on our Audit Committee, Compensation Committee and Nominating Committee since 2004. As a result of Mr. Williamson's death, we currently do not comply with the requirements of NASDAQ Listing Rules 5605(b)(1) and 5605(c)(2) that our Board of Directors be comprised of a majority of independent directors and that our Audit Committee be comprised of at least three independent directors. We expect to regain compliance with such rules by filling Mr. Williamson's vacancies on the Board and the Audit Committee prior to the expiration of the applicable cure periods provided under Listing Rule 5605.

**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.

AMERICAN NATIONAL INSURANCE COMPANY

By: /s/ John J. Dunn, Jr.

Name: John J. Dunn, Jr.

Title: Executive Vice President and Corporate Chief Financial  
Officer

Date: August 6, 2013