

RLI CORP
Form DEF 14A
March 22, 2018
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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 Section 240.14a-12

RLI CORP.

.....
(Name of Registrant as Specified In Its Charter)

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

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No fee required

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RLI CORP. NOTICE OF 2018 ANNUAL MEETING AND PROXY STATEMENT

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RLI Corp.

9025 North Lindbergh Drive

Peoria, Illinois 61615

March 22, 2018

Dear Shareholders:

Please consider this letter your personal invitation to attend the 2018 RLI Corp. Annual Shareholders Meeting. It will be held at the Mt. Hawley Country Club, 7724 North Knoxville Avenue, Peoria, Illinois 61614, on May 3, 2018, at 2 p.m. CDT.

Business scheduled to be considered at the meeting includes the election of directors, approval of the reincorporation of the Company from the State of Illinois to the State of Delaware, an advisory vote on our executive compensation, and ratification of KPMG LLP as our independent registered public accounting firm for the current year. In addition, we will review significant events of 2017 and their impact on you and your Company.

Again, this year we are furnishing our proxy materials via the Internet. Shareholders will receive a mailed notice card with instructions on how to view our proxy materials over the Internet and other information.

Thank you for your interest in RLI as well as your confidence in, and support of, our future.

Sincerely,

Jonathan E. Michael

Chairman & Chief Executive Officer

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RLI Corp. | 9025 N. Lindbergh Drive | Peoria, Illinois 61615

Notice of Annual Meeting of Shareholders

May 3, 2018

To the Shareholders of RLI Corp.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of RLI Corp. (“Company”) will be held at the Mt. Hawley Country Club, 7724 North Knoxville Avenue, Peoria, Illinois 61614, on Thursday, May 3, 2018, at 2 p.m. Central Daylight Time for the following purposes:

1. to elect as directors the ten (10) nominees named in the attached proxy for a one-year term expiring at the 2019 Annual Meeting of Shareholders;
2. to approve the reincorporation of the Company from the State of Illinois to the State of Delaware;
3. to hold an advisory vote on executive compensation (the “Say-on-Pay” vote);
4. to ratify the selection of KPMG LLP as the independent registered public accounting firm of the Company for the current year; and
5. to transact such other business as may properly be brought before the meeting.

Only holders of Common Stock of the Company of record at the close of business on March 5, 2018, are entitled to notice of and to vote at the Annual Meeting.

By Order of the Board of Directors

Jeffrey D. Fick
Sr. Vice President, Chief Legal Officer

Peoria, Illinois

March 22, 2018

It is important, regardless of the number of shares you hold, that you personally be present or be represented by proxy at the Annual Meeting. Even if you expect to attend, it is important that you submit your proxy by any method described below:

- By Internet: by submitting your proxy over the Internet in accordance with the instructions provided on your proxy card or Notice of Internet Availability of Proxy Materials;
- By Phone: by submitting your proxy by telephone, toll-free, in accordance with the instructions provided on your proxy card, or
- By Mail: if you received your proxy card by mail, by completing the proxy card and signing, dating and returning it as promptly as possible.

You have the right to revoke your proxy at any time prior to its use by filing a written notice of revocation with the Corporate Secretary of the Company prior to the convening of the Annual Meeting, or by presenting another proxy card with a later date or voting by telephone or over the Internet at a later date. If you attend the Annual Meeting and desire to vote in person, your proxy may be withdrawn upon request.

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