

FEDERATED NATIONAL HOLDING CO  
Form 8-K  
November 20, 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: November 20, 2013**

**(Date of earliest event reported)**

**FEDERATED NATIONAL HOLDING COMPANY**

**(Exact name of registrant as specified in its charter)**

<b>Florida</b>	<b>0-2500111</b>	<b>65-0248866</b>
<b>(State or other jurisdiction of incorporation)</b>	<b>(Commission File Number)</b>	<b>(I.R.S. Employer Identification No.)</b>

<b>14050 N.W. 14<sup>th</sup> Street, Suite 180</b>	
<b>Sunrise, FL</b>	<b>33323</b>
<b>(Address of principal executive offices)</b>	<b>(Zip Code)</b>

**Registrant's telephone number, including area code: (954) 581-9993**

**NOT APPLICABLE**

**(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 (see General Instruction A.2. below):**

- 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 1.01 Entry into a Material Definitive Agreement.**

On November 19, 2013, Federated National Holding Company (the “Company”) entered into an underwriting agreement with Raymond James & Associates, Inc., as representative of the underwriters that are parties thereto (the “Underwriting Agreement”), pursuant to which the Company agreed to sell, and the underwriters agreed to purchase, 2,418,605 shares of the Company’s common stock at a price to the public of \$10.75 per share and an underwriting discount of \$.645 per share, resulting in net proceeds to the Company before offering expenses of \$10.105 per share, or approximately \$24.4 million in aggregate net proceeds to the Company before estimated offering expenses. The Company is using the net proceeds from the offering for general working capital purposes, including as statutory capital in support of the Company's growth.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1, and is incorporated by reference herein.

**Item 8.01 Other Events.**

On November 20, 2013, the Company issued a press release announcing the pricing of its common stock offering described above. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement between Federated National Holding Company and Raymond James & Associates, Inc. and the other underwriters signatory thereto, dated November 19, 2013
- 5.1 Opinion of Broad and Cassel
- 23.1 Consent of Broad and Cassel (included as part of Exhibit 5.1)
- 99.1 Federated National Holding Company Press Release dated November 20, 2013.

**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.

**FEDERATED NATIONAL HOLDING  
COMPANY**

Date: November 20, 2013 By: /s/ Michael Braun  
Name: Michael Braun  
Title: Chief Executive Officer and President

**EXHIBIT INDEX**

**Exhibit No. Exhibit Title**

- |      |  |
|------|--|
| 1.1  | Underwriting Agreement between Federated National Holding Company and Raymond James & Associates, Inc. and the other underwriters signatory thereto, dated November 19, 2013 |
| 5.1  | Opinion of Broad and Cassel  |
| 23.1 | Consent of Broad and Cassel (included as part of Exhibit 5.1)  |
| 99.1 | Federated National Holding Company Press Release dated November 20, 2013.  |