

AMERICAN PHYSICIANS SERVICE GROUP INC  
Form 8-K  
June 04, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**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): June 3, 2010

**AMERICAN PHYSICIANS SERVICE GROUP, INC.**

*(Exact Name of Registrant as Specified in its Charter)*

**TEXAS**  
*(State or Other Jurisdiction  
of Incorporation)*

**001-31434**  
*(Commission  
File Number)*

**75-1458323**  
*(IRS Employer  
Identification No.)*

**1301 S. CAPITAL OF TEXAS HIGHWAY**

**SUITE C-300**

**AUSTIN, TEXAS 78746**

*(Address of Principal Executive Offices, Zip Code)*

**(512) 328-0888**

*(Registrant's Telephone Number, Including Area Code)*

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))
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**Item 5.07****Submission of Matters to a Vote of Security Holders**

On June 3, 2010, American Physicians Service Group, Inc. (the Company) held its Annual Meeting of Shareholders. There were 4,613,637 shares represented either in person or by proxy at this meeting. The shareholders of the Company voted as follows on the following matters at the annual meeting:

**1.**

**Election of Directors.** The shareholders elected each of the Board's eight director nominees as set forth below:

| <b>Director Nominee</b>     | <b>Broker</b> |                 |                  |
|-----------------------------|---------------|-----------------|------------------|
|                             | <b>For</b>    | <b>Withhold</b> | <b>Non-Votes</b> |
| Norris C. Knight, Jr., M.D. | 3,498,598     | 132,474         | 982,565          |
| Timothy L. LaFrey           | 3,471,458     | 159,614         | 982,565          |
| Lew N. Little, Jr.          | 2,750,824     | 880,248         | 982,565          |
| Jackie Majors               | 2,632,696     | 998,376         | 982,565          |
| William J. Peche, M.D.      | 3,497,623     | 133,449         | 982,565          |
| William A. Searles          | 3,370,744     | 260,328         | 982,565          |
| Kenneth S. Shifrin          | 3,532,088     | 98,984          | 982,565          |
| Cheryl Williams             | 2,691,606     | 939,466         | 982,565          |

**2.**

**Ratification of the appointment of Deloitte & Touche LLP.** The appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2010 was ratified based upon the following votes:

|                  |           |
|------------------|-----------|
| For              | 4,609,276 |
| Against          | 3,504     |
| Abstain          | 857       |
| Broker Non-Votes | -0-       |

**Item 8.01****Other Events**

On June 3, 2010, the Company announced that its Board of Directors approved a dividend of \$0.30 per common share, the Company's seventh consecutive annual dividend. The dividend will be payable June 30, 2010 to shareholders of record on June 15, 2010.

Also on June 3, 2010, the Company announced that its Board of Directors authorized an increase in the Company's stock buyback plan of \$5,000,000 for future purchases of the Company's outstanding common shares.

A copy of our press release, which is attached hereto as Exhibit 99.1, is incorporated by reference in its entirety.

**Item 9.01**

**Financial Statements and Exhibits**

**(d) Exhibits**

99.1

Press release issued by American Physicians Service Group, Inc. dated June 3, 2010

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**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.

Date: June 3, 2010

American Physicians Service Group, Inc.

Signed: /s/ Marc J. Zimmermann

Name: Marc J. Zimmermann

Title: Senior Vice President Finance and  
Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99.1

Press release issued by American Physicians Service Group, Inc. dated June 3, 2010