

SIGNATURE GROUP HOLDINGS, INC.  
Form DEFA14A  
August 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934,**  
**as amended**

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 Rule 14a-12

**SIGNATURE GROUP HOLDINGS, INC.**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

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2. Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
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4. Date Filed:



**Signature Group Holdings Announces Certified Results of the 2012 Annual Meeting of Stockholders**

*All Company Director Nominees Elected by Stockholders*

SHERMAN OAKS, Calif., August 7, 2012 /PRNewswire/ -- Signature Group Holdings, Inc. (OTCQX: SGGH) (the Company) today announced that IVS Associates, Inc., the independent inspector of election for the Company's annual meeting of stockholders held on July 24, 2012 (Annual Meeting), has tabulated and certified the voting results for the Annual Meeting. As confirmed by these final results, the stockholders have elected all five of the Company's director nominees G. Christopher Colville, John Koral, Patrick E. Lamb, Craig F. Noell and Philip G. Tinkler to the Company's board of directors.

Craig Noell, Chief Executive Officer of Signature, said, "We are pleased that our stockholders recognized the progress we have made and supported our experienced and qualified director nominees. The newly elected Board is committed to continuing to execute the Company's current business plan for growth and to enhance value for our stockholders."

The Company also reported that the final results confirmed that stockholders voted to (i) approve an amendment to the Amended and Restated Signature Group Holdings, Inc. 2006 Performance Incentive Plan (the Incentive Plan) that increased the authorized number of shares of Company common stock that may be issued under the Incentive Plan; (ii) ratified the appointment of Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company's independent registered public accounting firm; and (iii) approved the adjournment of the Annual Meeting to a later date or dates, if necessary, to permit further solicitation of proxies to approve an amendment to the Company's Amended and Restated Articles of Incorporation to increase the authorized number of shares of Company common stock. The tabulation of stockholder votes for the proposal to approve an amendment to the Amended and Restated Articles of Incorporation to increase in the authorized shares of Company common stock has not been finalized, since the Annual Meeting was adjourned to a later date with respect to this proposal.

**About Signature Group Holdings, Inc.**

Signature is a diversified business and financial services enterprise with principal activities in industrial distribution and special situations financings. Signature has significant capital resources and is actively seeking acquisitions as well as growth opportunities for its existing businesses. The Company was formerly an industrial bank and financial services business with over \$9 billion in assets that was reorganized during a two year bankruptcy period. The reorganization provided for Signature to maintain federal net operating loss tax carryforwards in excess of \$890 million. For more information about Signature, visit its corporate website at [www.signaturegroupholdings.com](http://www.signaturegroupholdings.com).

**Cautionary Statements**

This news release may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based upon current expectations and beliefs of the Company. The Company does not undertake to update or revise forward-looking statements in this news release to reflect the impact of circumstances or events that arise after the date the forward-looking statements are made, except as required under applicable securities laws. No stock exchange or regulatory authority has approved or disapproved of the information contained herein.

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