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36pt">As of August 22, 2012, the Company entered into a Letter Agreement (the "Amendment") with Broadridge Corporate Issuer Solutions, Inc. ("Broadridge" or "Rights Agent") relating to the Company's Rights to Purchase Series A Junior Participating Preferred Stock. Pursuant to the Amendment, Broadridge succeeded to the duties of First Citizens Bank & Trust Company as rights agent under the Amended and Restated Rights Agreement, dated as of August 9, 2010 (as amended, the "Shareholder Rights Agreement.") The appointment of Broadridge as successor Rights Agent is effective as of September 1, 2012.

The Amendment also modifies Section 21 of the Shareholder Rights Agreement to require that the Rights Agent, together with its affiliates, shall have a combined capital and surplus of at least \$100,000,000 at the time of appointment and makes other conforming changes to the Shareholder Rights Agreement.

A copy of the Amendment is attached as Exhibit 4.1 hereto and is incorporated herein by reference. The foregoing description of the Amendment is qualified in its entirety by reference to Exhibit 4.1.

Item 2. Exhibits.

Exhibit

Number Exhibit Description

4.1 Letter Agreement, dated as of August 22, 2012, between the Company and Broadridge Corporate Issuer Solutions, Inc., pursuant to which Broadridge succeeded to the duties of First Citizens Bank & Trust Company as rights agent under the Amended and Restated Rights Agreement, dated as of August 9, 2010.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

INVESTORS TITLE COMPANY

Date: August 24, 2012

By: /s/ James A. Fine, Jr.

Name: James A. Fine, Jr.

Title: President, Treasurer and Chief
Financial Officer