

MERCURY GENERAL CORP  
 Form 4  
 March 10, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALTERS JUDY A**

2. Issuer Name and Ticker or Trading Symbol  
**MERCURY GENERAL CORP  
 [MCY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**4484 WILSHIRE BLVD.**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/22/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP/Corporate Secretary

**LOS ANGELES, CA 90010**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/22/2017		G	100 D \$ 58.73	3,250	D	
Common Stock					1,734	I	ESOP Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTERS JUDY A 4484 WILSHIRE BLVD. LOS ANGELES, CA 90010			VP/Corporate Secretary	

## Signatures

Judy Walters                      03/10/2017  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).  
 \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. -top:0px;margin-bottom:0px; margin-left:1.00em; text-indent:-1.00em">(\$000)

United States  
 \$172,466 \$177,916 \$194,674

Non-United States

China  
 53,821 6,045 4,264

Germany

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31,227 30,404 30,967

Philippines

24,940 21,285 20,514

Japan

19,543 19,253 25,411

Vietnam

15,402 15,093 8,826

Switzerland

7,425 7,691 13,139

Singapore

5,751 4,427 8,602

Italy

5,277 1,444

United Kingdom

4,827 3,888 3,918

Belgium

4,412 4,776 5,876

Total Non-United States

172,625 114,306 121,517 \$345,091 \$\$292,222 \$316,191

June 30, (\$000)	Long- Lived Assets	
	2010	2009
United States	\$ 108,650	\$ 113,605
Non-United States		
China	84,803	3,152
Netherlands	9,285	3,616
Vietnam	5,525	3,883
Germany	4,893	5,962
Philippines	3,592	2,729
Singapore	2,000	3,032
Switzerland	1,384	1,489
Belgium	274	277
Japan	270	233
United Kingdom	18	9
Italy	17	25
Total Non - United States	112,061	24,407
	\$ 220,711	\$ 138,012

**Note N FAIR VALUE OF FINANCIAL INSTRUMENTS**

Fair value is defined as the exchange price that would be received for an asset or paid to transfer (an exit price) in the principal or most advantageous markets for the asset and liability in an orderly transaction between market participants at the measurement date. The Company estimates fair value of its financial instruments utilizing an established three-level hierarchy. The hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date as follows:

Level 1 Valuation is based upon unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Valuation is based upon quoted prices for similar assets and liabilities in active markets, or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instruments.

Level 3 Valuation is based upon other unobservable inputs that are significant to the fair value measurements.

The classification of fair value measurements within the hierarchy is based upon the lowest level of input that is significant to the measurement. At June 30, 2010 the Company had foreign currency forward contracts recorded at fair value. The fair values of these instruments were measured using valuations based upon quoted prices for similar assets and liabilities in active markets (Level 2) and are valued by reference to similar financial instruments, adjusted for credit risk and restrictions and other terms specific to the contracts. The following table provides a summary by level of the fair value of financial instruments that are measured on a recurring basis:

	Fair Value Measurements at June 30, 2010 Using:			
	June 30, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities:				
Contingent earnout arrangements	\$ 11,900	\$	\$	\$ 11,900
Foreign currency forward contracts	\$ 228	\$	\$ 228	\$

The carrying value of Cash and cash equivalents, Accounts receivable and Accounts payable approximate fair value because of the short-term maturity of those instruments. The Company's borrowings are at variable interest rates and accordingly their carrying amounts approximate fair value.

**Note O DERIVATIVE INSTRUMENTS**

The Company, from time to time, purchases foreign currency forward exchange contracts, primarily in Japanese Yen, that permit it to sell specified amounts of these foreign currencies expected to be received from its export sales for pre-established U.S. dollar amounts at specified dates. These contracts are entered into to limit transactional exposure to changes in currency exchange rates of export sales transactions in which settlement will occur in future periods and which otherwise would expose the Company, on the basis of its aggregate net cash flows in respective currencies, to foreign currency risk.

The Company has recorded the difference in the fair market value and the contract value of these contracts on the statement of financial position. These contracts have a total contract value of \$7.1 million at June 30, 2010. At June 30, 2009, the Company did not have any outstanding foreign currency forward exchange contracts. As of June 30, 2010, these forward contracts had expiration dates ranging from July 2, 2010 through October 4, 2010 with Japanese Yen denominations ranging from 150 million Yen to 180 million Yen. The Company does not account for these contracts as hedges as defined by U.S. GAAP and records the change in the fair value of these contracts in the results of operations as they occur. The fair value measurement takes into consideration foreign currency rates and the current creditworthiness of the counterparties of the Company, as applicable, and is based upon quoted prices for similar assets and liabilities in active markets, or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instruments and thus represents a Level 2 measurement as defined in ASC820 Fair Value Measurements and Disclosures. These contracts are recorded in other current liabilities in the Consolidated Balance Sheet at June 30, 2010. The change in the fair value of these contracts decreased net earnings by \$0.2 million for the year ended June 30, 2010 and is recorded in other expense (income), net in the Consolidated Statements of Earnings. The change in the fair value of these contracts for the years ended June 30, 2009 and 2008 was insignificant.

**Note P EMPLOYEE BENEFIT PLANS**

Eligible U.S. employees of the Company participate in a profit sharing retirement plan. Contributions to the plan are made at the discretion of the Company's board of directors and were \$2.9 million, \$3.0 million and \$3.4 million for the years ended June 30, 2010, 2009 and 2008, respectively.

The Company has an employee stock purchase plan available for employees who have completed six months of continuous employment with the Company. The employee may purchase the Company's Common Stock at 5% below the prevailing market price. The amount of shares which may be bought by an employee during each fiscal year is limited to 10% of the employee's base pay. This plan, as amended, limits the number of shares of Common Stock available for purchase to 800,000 shares. There were 313,664 and 323,113 shares of Common Stock available for purchase under the plan at June 30, 2010 and 2009, respectively.

As a requirement of a collective bargaining agreement, PRM maintains a defined benefit plan for substantially all of its employees. The plan provides for retirement benefits based on a certain percentage of the latest monthly salary of an employee per year of service. The pension liability was \$0.7 million as of June 30, 2010 and 2009, respectively.

The Company has no program for post-retirement health and welfare benefits.

The II-VI Incorporated Deferred Compensation Plan (the Compensation Plan) is designed to allow officers and key employees of the Company to defer receipt of compensation into a trust fund for retirement purposes. The Compensation Plan is a nonqualified, defined contribution employees' retirement plan. At the Company's discretion, the Compensation Plan may be funded by the Company making contributions based on

compensation deferrals, matching contributions and discretionary contributions. Compensation deferrals will be based on an election by the participant to defer a percentage of compensation under the Compensation Plan. All assets in the Compensation Plan are subject to claims of the Company's creditors until such amounts are paid to the Compensation Plan participants. Employees of the Company made contributions to the Compensation Plan in the amount of approximately \$1.0 million, \$0.2 million and \$0.4 million for the years ended June 30, 2010, 2009, and 2008, respectively. There were no employer contributions made to the Compensation Plan for the years ended June 30, 2010, 2009 and 2008.

**Note Q COMMITMENTS AND CONTINGENCIES**

The Company has purchase commitments for materials and supplies as part of the ordinary conduct of business. A few of the commitments are long-term and are based on minimum purchase requirements. Due to the proprietary nature of some of the Company's materials and processes, certain contracts may contain penalty provisions for early termination. The Company does not believe that a significant amount of penalties is reasonably likely to be incurred under these commitments based upon historical experience and current expectation. In addition, the Company has payment commitments relating to its acquisitions of HIGHYAG and Photop and investment in Haobo. Future commitments are as follows:

Year Ending June 30, (\$000)	
2011	\$ 20,540
2012	8,109
2013	1,317

**Note R STOCK REPURCHASE PROGRAM**

On October 23, 2008, the Board of Directors authorized the Company to purchase up to 500,000 shares of its Common Stock. The repurchase program called for shares to be purchased in the open market or in private transactions from time to time. Shares purchased by the Company are retained as treasury stock and available for general corporate purposes. During the quarter ended December 31, 2008, the Company completed this repurchase program by purchasing 500,000 shares of its Common Stock for \$12.9 million.

On May 18, 2005, the Board of Directors authorized the Company to purchase up to 500,000 shares of its Common Stock. The repurchase program called for shares to be purchased in the open market or in private transactions from time to time. Shares purchased by the Company are retained as treasury stock and available for general corporate purposes. During the fiscal year ended June 30, 2008, the Company completed this repurchase program. During this program, the Company purchased 500,000 shares of its Common Stock for \$11.8 million.

**QUARTERLY FINANCIAL DATA (unaudited)**

Quarterly information has been restated to reflect eV PRODUCTS as a discontinued operation for the fiscal year ended June 30, 2009.

**FISCAL 2010**

	September 30,	December 31,	March 31,	June 30,
QUARTER ENDED	2009	2009	2010	2010
<i>(\$000 except per share data)</i>				
Net revenues	\$ 65,538	\$ 68,785	\$ 97,531	\$ 113,237
Cost of goods sold, including contract activity	39,668	42,379	60,779	67,666
Internal research and development	2,435	2,287	3,238	3,846
Selling, general and administrative	14,939	16,921	18,985	20,267
Interest expense	24	19	1	43
Other expense (income) net	73	(205)	82	327
Earnings from continuing operations before income taxes	8,399	7,384	14,446	21,088
Income taxes	2,100	1,400	4,208	4,874
Net Earnings	\$ 6,299	\$ 5,984	\$ 10,238	\$ 16,214
Net Earnings (Loss) Attributable to Noncontrolling Interests	\$ (7)	\$ 3	\$ (75)	\$ 237
Net Earnings Attributable to II-VI Incorporated	\$ 6,306	\$ 5,981	\$ 10,313	\$ 15,977
Net Earnings Attributable to II-VI Incorporated: Basic earnings per share:	\$ 0.21	\$ 0.20	\$ 0.34	\$ 0.52
Net Earnings Attributable to II-VI Incorporated: Diluted earnings per share:	\$ 0.21	\$ 0.20	\$ 0.33	\$ 0.51

**FISCAL 2009**

	September 30,	December 31,	March 31,	June 30,
QUARTER ENDED	2008	2008	2009	2009
<i>(\$000 except per share data)</i>				
Net revenues	\$ 87,766	\$ 74,278	\$ 64,111	\$ 66,067
Cost of goods sold, including contract activity	50,405	42,908	41,424	41,367
Internal research and development	3,191	3,116	1,612	2,286
Selling, general and administrative	16,548	14,199	13,554	13,767
Interest expense	25	57	68	28
Other expense (income) net	(235)	2,837	(1,534)	281
Earnings from continuing operations before income taxes	17,832	11,161	8,987	8,338
Income taxes	281	2,782	2,177	2,167
Earnings from continuing operations	\$ 17,551	\$ 8,379	\$ 6,810	\$ 6,171
Income (loss) from discontinued operation, net of income tax benefit	\$ (23)	\$ 20	\$ (1,926)	\$ (148)
Net Earnings	\$ 17,528	\$ 8,399	\$ 4,884	\$ 6,023
Net Earnings (Loss) Attributable to Noncontrolling Interests	33	40	74	(94)
Net Earnings Attributable to II-VI Incorporated	\$ 17,495	\$ 8,359	\$ 4,810	\$ 6,117
Net Earnings Attributable to II-VI Incorporated: Basic earnings per share:				
Continuing operations	\$ 0.59	\$ 0.28	\$ 0.23	\$ 0.21
Discontinued operation	\$ (0.00)	\$	\$ (0.07)	\$ (0.00)
Consolidated	\$ 0.58	\$ 0.28	\$ 0.16	\$ 0.21
Net Earnings Attributable to II-VI Incorporated: Diluted earnings per share:				
Continuing operations	\$ 0.57	\$ 0.28	\$ 0.23	\$ 0.21
Discontinued operation	\$ (0.00)	\$	\$ (0.06)	\$ (0.01)
Consolidated	\$ 0.57	\$ 0.28	\$ 0.16	\$ 0.21



**SCHEDULE II****II-VI INCORPORATED AND SUBSIDIARIES****VALUATION AND QUALIFYING ACCOUNTS****YEARS ENDED JUNE 30, 2010, 2009, AND 2008****(IN THOUSANDS OF DOLLARS)**

	<b>Balance at Beginning of Year</b>	<b>Charged to Expense</b>	<b>Additions Charged to Other Accounts</b>	<b>Additions to (Deduction) from Reserves</b>	<b>Balance at End of Year</b>
<b>YEAR ENDED JUNE 30, 2010:</b>					
Allowance for doubtful accounts	\$ 1,029	\$ 115	\$ 102 <sup>1</sup>	\$ (165) <sup>2</sup>	\$ 1,081
Warranty reserves	\$ 861	\$ 176	\$	\$	\$ 1,037
<b>YEAR ENDED JUNE 30, 2009:</b>					
Allowance for doubtful accounts	\$ 1,170	\$ (312)	\$	\$ 171 <sup>3</sup>	\$ 1,029
Warranty reserves	\$ 777	\$ 8	\$	\$ 76 <sup>3</sup>	\$ 861
<b>YEAR ENDED JUNE 30, 2008:</b>					
Allowance for doubtful accounts	\$ 1,121	\$ (14)	\$ 92 <sup>4</sup>	\$ (29)	\$ 1,170
Warranty reserves	\$ 926	\$ (149)	\$	\$	\$ 777

<sup>1</sup> Primarily relates to allowance for doubtful accounts from the acquisition of Photop, (\$297) offset by foreign currency translations and transfers to other accounts.

<sup>2</sup> Primarily relates to write-offs of accounts receivable.

<sup>3</sup> Primarily relates to allowance for doubtful accounts and warranty reserve transferred from eV PRODUCTS Inc. as the Company retained the accounts receivable, related allowance for doubtful accounts and warranty obligation as part of the sale of eV PRODUCTS Inc.

<sup>4</sup> Primarily relates to the allowance for doubtful accounts from the acquisition of Pacific Rare Specialty Metals & Chemicals, Inc. and HIGHYAG Lasertechnologie, GmbH.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**  
**Evaluation of Disclosure Controls and Procedures**

The Company's management evaluated, with the participation of Francis J. Kramer, the Company's Chief Executive Officer and Craig A. Creaturo, the Company's Chief Financial Officer and Treasurer, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this annual report on Form 10-K. The Company's disclosure controls were designed to provide reasonable assurance that information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. However, the controls have been designed to provide reasonable assurance of achieving the controls' stated goals. Based on that evaluation, Messrs. Kramer and Creaturo concluded that the Company's disclosure controls and procedures are effective at the reasonable assurance level.

The Securities and Exchange Commission's general guidance permits the exclusion of an assessment of the effectiveness of a registrant's disclosure controls and procedures as they relate to its internal controls over financial reporting for an acquired business during the first year following such acquisition if, among other circumstances and factors, there is not adequate time between the acquisition date and the date of assessment. As previously noted in this Form 10-K, the Company completed the acquisition of Photop on January 4, 2010. Photop represents \$134.9 million of total assets as of June 30, 2010 and \$46.9 million of revenues for the year then ended. Management's assessment and conclusion on the effectiveness of the Company's disclosure controls and procedures as of June 30, 2010 excludes an assessment of the internal controls over financial reporting of Photop.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. See the Report of Management which is set forth under Item 8 above and is incorporated herein by reference.

**Report of the Registered Public Accounting Firm**

The report of Ernst & Young LLP, an independent registered public accounting firm with respect to our internal control over financial reporting is included in Item 8.

**Changes in Internal Control over Financial Reporting**

There have been no changes in the Company's internal controls over financial reporting that occurred during our most recent quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

**PART III**

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

The information set forth above in Part I under the caption Executive Officers of the Registrant is incorporated herein by reference. The other information required by this item is incorporated herein by reference to the information set forth under the captions Election of Directors, Meetings and Committees of the Board of Directors and Other Information Section 16(a) Beneficial Ownership Reporting Compliance in the Company's definitive proxy statement for the 2010 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended (the Proxy Statement).

**Audit Committee Financial Expert**

The information as to the Audit Committee and the Audit Committee Financial Expert is incorporated herein by reference to the information set forth under the caption Meetings and Committees of the Board of Directors-Audit Committee in the Company's Proxy Statement.

**Code of Ethics**

The Company has adopted its Code of Business Conduct and Ethics for all of its employees and its Code of Ethics for Senior Financial Officers including the principal executive officer and principal financial officer. The Code of Business Conduct and Ethics and Code of Ethics for Senior Financial Officers can be found on the Company's internet web site at [www.ii-vi.com](http://www.ii-vi.com) under Investors Information Corporate Governance Documents. Any person may also obtain a copy of the Code of Business Conduct and/or the Code of Ethics for Senior Financial Officer without charge by submitting their request to the Chief Financial Officer and Treasurer of II-VI Incorporated, 375 Saxonburg Boulevard, Saxonburg, Pennsylvania 16056 or by calling (724) 352-4455.

The web site and information contained on it or incorporated in it are not intended to be incorporated in this Annual Report on Form 10-K or other filings with the Securities and Exchange Commission.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item is incorporated herein by reference to the information set forth under the caption Executive Compensation in the Company's Proxy Statement.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item is incorporated herein by reference to the information set forth under the captions Equity Compensation Plan Information and Principal Shareholders in the Company's Proxy Statement.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The information required by this item is incorporated herein by reference to the information set forth under the caption Director Independence and Corporate Governance in the Proxy Statement.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this item is incorporated herein by reference to the information set forth under the caption Ratification of Selection of Independent Registered Public Accounting Firm in the Company's Proxy Statement.

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**PART IV**
**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES****(a) (1) Financial Statements**

The financial statements are set forth under Item 8 of this annual report on Form 10-K.

**(2) Schedules**

Schedule II Valuation and Qualifying Accounts for each of the three years in the period ended June 30, 2010 is set forth under Item 8 of this annual report on Form 10-K.

Financial statements, financial statement schedules and exhibits not listed have been omitted where the required information is included in the consolidated financial statements or notes thereto, or is not applicable or required.

**(3) Exhibits.****Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>	
2.01	Merger Agreement by and among II-VI Incorporated, II-VI Holdings B.V., II-VI Cayman, Inc. Photop Technologies, Inc. And the Shareholder Representative named Therein, dated as of December 28, 2009	Incorporated herein by reference is Exhibit 2.1 to II-VI's Current Report on Form 8-K filed on January 4, 2010.
3.01	Amended and Restated Articles of Incorporation of II-VI Incorporated	Incorporated herein by reference is Exhibit 3.1 to II-VI's Current Report on Form 8-K filed on November 12, 2004.
3.02	Amended and Restated By-Laws of II-VI Incorporated	Incorporated herein by reference is Exhibit 3.2 to II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 2009.
10.01	II-VI Incorporated Amended and Restated Employees' Stock Purchase Plan	Incorporated herein by reference is Exhibit 10.04 to II-VI's Registration Statement No. 33-16389 on Form S-1.
10.02		Incorporated herein by reference is

Explanation of Responses:

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	First Amendment to the II-VI Incorporated Amended and Restated Employees Stock Purchase Plan	Exhibit 10.01 to II-VI s Quarterly Report on Form 10-Q for the Quarter Ended March 31, 1996.
10.03	II-VI Incorporated Amended and Restated Employees Profit-Sharing Plan and Trust Agreement, as amended	Incorporated herein by reference is Exhibit 10.05 to II-VI s Registration Statement No. 33-16389 on Form S-1.
10.04	Form of Representative Agreement between II-VI and its foreign representatives	Incorporated herein by reference is Exhibit 10.15 to II-VI s Registration Statement No. 33-16389 on Form S-1.

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>	
10.05	Form of Employment Agreement*	Incorporated herein by reference is Exhibit 10.16 to II-VI's Registration Statement No. 33-16389 on Form S-1.
10.06	Description of Management-By-Objective Plan*	Incorporated herein by reference is Exhibit 10.09 to II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 1993.
10.07	Trust Under the II-VI Incorporated Deferred Compensation Plan*	Incorporated herein by reference is Exhibit 10.13 to II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 1996.
10.08	Description of Bonus Incentive Plan*	Incorporated herein by reference is Exhibit 10.14 to II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 1996.
10.09	Amended and Restated II-VI Incorporated Deferred Compensation Plan*	Incorporated herein by reference is Exhibit 10.01 to II-VI's Quarterly Report on Form 10-Q for the Quarter Ended December 31, 1996.
10.10	II-VI Incorporated Stock Option Plan of 2001*	Incorporated herein by reference is Exhibit 4.1 to II-VI's Registration Statement No. 333-74682 on Form S-8.
10.11	Example Form of Stock Option Agreement under the II-VI Incorporated Stock Option Plan of 2001*	Incorporated herein by reference is Exhibit 10.17 to II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 2004.
10.12	II-VI Incorporated Arrangement for Director Compensation*	Incorporated herein by reference is Exhibit 10.12 to II-VI's Annual Report on Form 10-K for the year ended June 30, 2009.
10.13	II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit A to II-VI's Definitive Proxy Statement on Schedule 14A filed on September 26, 2005.

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|-------|---|--|
| 10.14 | Form of Nonqualified Stock Option under the II-VI Incorporated 2005 Omnibus Incentive Plan* | Incorporated herein by reference is<br><br>Exhibit 10.01 to II-VI s Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005. |
| 10.15 | Form of Restricted Share Award under the II-VI Incorporated 2005 Omnibus Incentive Plan*    | Incorporated herein by reference is<br><br>Exhibit 10.02 to II-VI s Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005. |

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>	
10.16	Form of Deferred Share Award under the II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit 10.03 to II-VI's Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005.
10.17	Form of Performance Unit Award under the II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit 10.04 to II-VI's Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005.
10.18	Form of Stock Appreciation Rights Award under the II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit 10.05 to II-VI's Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005.
10.19	Form of Performance Share Award under the II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit 10.19 to II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
10.20	\$60,000,000 Revolving Credit Facility Credit Agreement by and among II-VI Incorporated, guarantors party, various lenders and PNC Bank, National Association dated October 23, 2006.	Incorporated herein by reference is Exhibit 10.1 to II-VI's Current Report on Form 8-K filed on October 26, 2006.
10.21	300,000,000 Japanese Yen Term Loan Second Amendment to Second Amended and Restated Letter Agreement by and among II-VI Japan Incorporated and PNC Bank, National Association dated October 23, 2006.	Incorporated herein by reference is Exhibit 10.2 to II-VI's Current Report on Form 8-K filed on October 26, 2006.
10.22	Second Allonge to Rate Protection Term Note by and among II-VI Japan Incorporated in favor of PNC Bank, National Association dated October 23, 2006.	Incorporated here by reference is Exhibit 10.3 to II-VI's Current Report on Form 8-K filed on October 26, 2006.
10.23	First Amendment to Credit Agreement	Incorporated herein by reference is Exhibit 10.23 to II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
10.24	Second Amendment to Credit Agreement	Incorporated herein by reference is Exhibit 10.24 to II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.





**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>	
10.25	Amended and Restated Employment Agreement by and between II-VI and Francis J. Kramer	Incorporated herein by reference to Exhibit 10.1 to II-VI's Current Report on Form 8-K filed on September 24, 2008.
10.26	Amended and Restated Employment Agreement by and between II-VI and Vincent D. Mattera, Jr.	Incorporated herein by reference to Exhibit 10.1 to II-VI's Current Report on Form 8-K filed on September 24, 2008.
10.27	Description of Discretionary Incentive Plan*	Incorporated herein by reference is Exhibit 10.27 to II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 2009.
10.28	II-VI Incorporated 2009 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit A to II-VI's Definitive Proxy Statement on Schedule 14A filed on September 25, 2009.
21.01	List of Subsidiaries of II-VI Incorporated	Filed herewith.
23.01	Consent of Ernst & Young LLP	Filed herewith.
31.01	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, and Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
31.02	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, and Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith.
32.01	Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. § 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith.
32.02	Certification of the Chief Financial Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. § 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith.

\* Denotes management contract or compensatory plan, contract or arrangement. The Registrant will furnish to the Commission upon request copies of any instruments not filed herewith which authorize the issuance of long-term obligations of the Registrant not in excess of 10% of the Registrant's total assets on a consolidated basis.



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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

II-VI INCORPORATED

Date: August 27, 2010

By: /s/ Francis J. Kramer  
Francis J. Kramer  
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

**Principal Executive Officer:**

Date: August 27, 2010

By: /s/ Francis J. Kramer  
Francis J. Kramer  
President, Chief Executive Officer and Director

**Principal Financial and Accounting Officer:**

Date: August 27, 2010

By: /s/ Craig A. Creaturo  
Craig A. Creaturo  
Chief Financial Officer and Treasurer

Date: August 27, 2010

By: /s/ Carl J. Johnson  
Carl J. Johnson  
Director

Date: August 27, 2010

By: /s/ Joseph J. Corasanti  
Joseph J. Corasanti  
Director

Date: August 27, 2010

By: /s/ Wendy F. DiCicco  
Wendy F. DiCicco  
Director

Date: August 27, 2010

By: /s/ Thomas E. Mistler  
Thomas E. Mistler  
Director

Date: August 27, 2010

By: /s/ RADM Marc Y. E. Pelaez (retired)  
RADM Marc Y. E. Pelaez (retired)  
Director

Date: August 27, 2010

By: /s/ Peter W. Sognefest  
Peter W. Sognefest  
Director

**EXHIBIT INDEX**

2.01	Merger Agreement by and among II-VI Incorporated, II-VI Holdings B.V., II-VI Cayman, Inc. Photop Technologies, Inc. And the Shareholder Representative named Therein, dated as of December 28, 2009	Incorporated herein by reference is Exhibit 2.1 to II-VI s Current Report on Form 8-K filed on January 4, 2010.
3.01	Amended and Restated Articles of Incorporation of II-VI Incorporated	Incorporated herein by reference is Exhibit 3.1 to II-VI s Current Report on Form 8-K filed on November 12, 2004.
3.02	Amended and Restated By-Laws of II-VI Incorporated	Incorporated herein by reference is Exhibit 3.2 to II-VI s Annual Report on Form 10-K for the fiscal year ended June 30, 2009.
10.01	II-VI Incorporated Amended and Restated Employees Stock Purchase Plan	Incorporated herein by reference is Exhibit 10.04 to II-VI s Registration Statement No. 33-16389 on Form S-1.
10.02	First Amendment to the II-VI Incorporated Amended and Restated Employees Stock Purchase Plan	Incorporated herein by reference is Exhibit 10.01 to II-VI s Quarterly Report on Form 10-Q for the Quarter Ended March 31, 1996.
10.03	II-VI Incorporated Amended and Restated Employees Profit-Sharing Plan and Trust Agreement, as amended	Incorporated herein by reference is Exhibit 10.05 to II-VI s Registration Statement No. 33-16389 on Form S-1.
10.04	Form of Representative Agreement between II-VI and its foreign representatives	Incorporated herein by reference is Exhibit 10.15 to II-VI s Registration Statement No. 33-16389 on Form S-1.
10.05	Form of Employment Agreement*	Incorporated herein by reference is Exhibit 10.16 to II-VI s Registration Statement No. 33-16389 on Form S-1.
10.06	Description of Management-By- Objective Plan*	Incorporated herein by reference is Exhibit 10.09 to II-VI s Annual Report on Form 10-K for the fiscal year ended June 30, 1993.
10.07	Trust Under the II-VI Incorporated Deferred Compensation Plan*	Incorporated herein by reference is Exhibit 10.13 to II-VI s Annual Report on Form 10-K for the fiscal year ended June 30, 1996.
10.08	Description of Bonus Incentive Plan*	Incorporated herein by reference is Exhibit 10.14 to II-VI s Annual Report on Form 10-K for the fiscal year ended June 30, 1996.
10.09	Amended and Restated II-VI Incorporated Deferred Compensation Plan*	Incorporated herein by reference is Exhibit 10.01 to II-VI s Quarterly Report on Form 10-Q for the Quarter Ended December 31, 1996.

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10.10	II-VI Incorporated Stock Option Plan of 2001*	Incorporated herein by reference is Exhibit 4.1 to II-VI's Registration Statement No. 333-74682 on Form S-8.
10.11	Example Form of Stock Option Agreement under the II-VI Incorporated Stock Option Plan of 2001*	Incorporated herein by reference is Exhibit 10.17 to II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 2004.
10.12	II-VI Incorporated Arrangement for Director Compensation*	Incorporated herein by reference is Exhibit 10.12 to II-VI's Annual Report on Form 10-K for the year ended June 30, 2009.
10.13	II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit A to II-VI's Definitive Proxy Statement on Schedule 14A filed on September 26, 2005.
10.14	Form of Nonqualified Stock Option under the II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit 10.01 to II-VI's Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005.
10.15	Form of Restricted Share Award under the II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit 10.02 to II-VI's Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005.
10.16	Form of Deferred Share Award under the II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit 10.03 to II-VI's Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005.
10.17	Form of Performance Unit Award under the II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit 10.04 to II-VI's Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005.
10.18	Form of Stock Appreciation Rights Award under the II-VI Incorporated 2005 Omnibus Incentive Plan*	Incorporated herein by reference is Exhibit 10.05 to II-VI's Quarterly Report on Form 10-Q for the Quarter Ended December 31, 2005.
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