

ALLEGHANY CORP /DE
Form 8-K
April 28, 2014

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 (Date of earliest event reported): April 25, 2014

ALLEGHANY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-9371
(Commission

File Number)

51-0283071
(IRS Employer

Identification No.)

**7 Times Square Tower, 17th Floor, New York, New
York**

10036

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 752-1356

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:

- .. 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 5.07 Submission of Matters to a Vote of Security Holders.

At the 2014 Annual Meeting of Stockholders of Alleghany Corporation (Alleghany) held on April 25, 2014: (i) four directors were elected to serve for three-year terms on the Board of Directors of Alleghany, (ii) the selection of Ernst & Young LLP as Alleghany s independent registered public accounting firm for the 2014 fiscal year was ratified, and (iii) an advisory vote on Alleghany executive compensation was approved. Set forth below are the voting results for these proposals:

| | For | Against | Abstain | Broker Non-Votes |
|--|------------|----------------|----------------|-----------------------------|
| (i) Election of Directors | | | | |
| (a) Rex D. Adams | 14,668,154 | 140,998 | 10,504 | 568,514 |
| (b) Ian H. Chippendale | 14,655,031 | 154,530 | 10,095 | 568,514 |
| (c) Weston M. Hicks | 14,783,121 | 26,398 | 10,137 | 568,514 |
| (d) Jefferson W. Kirby | 14,799,461 | 10,080 | 10,115 | 568,514 |
| (ii) Ratification of the selection of Ernst & Young LLP as Alleghany s independent registered public accounting firm for the 2014 fiscal year | 15,367,030 | 5,335 | 15,805 | N/A |
| (iii) Advisory vote on Alleghany s executive compensation | 12,298,035 | 2,332,624 | 188,997 | 568,514 |

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.

ALLEGHANY CORPORATION

Date: April 28, 2014

By: /s/ John L. Sennott, Jr.
Name: John L. Sennott, Jr.
Title: Senior Vice President