

PLATINUM UNDERWRITERS HOLDINGS LTD
Form 8-K
April 28, 2011

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 27, 2011

Platinum Underwriters Holdings, Ltd.

(Exact name of registrant as specified in its charter)

Bermuda

001-31341

98-0416483

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

The Belvedere Building, 69 Pitts Bay Road,
Pembroke, Bermuda

HM 08

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(441) 295-7195

Not Applicable

Former name or former address, if changed since last report

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))

Top of the Form**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual General Meeting of Shareholders of Platinum Underwriters Holdings, Ltd. (the Company) held on April 27, 2011 (the 2011 AGM), the Company's shareholders (1) elected seven directors to the Board of Directors to serve until the 2012 Annual General Meeting of Shareholders; (2) approved the compensation paid to the Company's named executive officers, as disclosed in the proxy statement for the 2011 AGM under the heading Executive Compensation pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion; (3) voted to hold an advisory vote on named executive officer compensation, as disclosed pursuant to Item 402 of Regulation S-K, every year; and (4) approved the nomination of KPMG, a Bermuda partnership, as the Company's independent registered public accounting firm for the 2011 fiscal year. Set forth below are the voting results for these proposals:

1. To elect the following nominees to the Company's Board of Directors:

| | For | Withheld | Broker Non-Votes |
|------------------------|------------|-----------|------------------|
| Dan R. Carmichael | 33,189,599 | 395,073 | 968,320 |
| A. John Hass | 33,126,025 | 458,647 | 968,320 |
| Antony P. D. Lancaster | 33,187,309 | 397,363 | 968,320 |
| Edmund R. Megna | 32,955,232 | 629,440 | 968,320 |
| Michael D. Price | 33,344,229 | 240,443 | 968,320 |
| James P. Slattery | 32,540,422 | 1,044,250 | 968,320 |
| Christopher J. Steffen | 33,322,017 | 262,655 | 968,320 |

2. To approve the compensation paid to the Company's named executive officers, as disclosed in the proxy statement for the 2011 AGM under the heading Executive Compensation pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 30,621,066 | 2,579,760 | 383,846 | 968,320 |

3. To hold an advisory vote on named executive officer compensation, as disclosed pursuant to Item 402 of Regulation S-K every year, every two years or every three years.

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|------------|---------|-----------|---------|------------------|
| 28,036,284 | 4,224 | 5,167,677 | 376,487 | 968,320 |

4. To approve the nomination of KPMG, a Bermuda partnership, as the Company's independent registered public accounting firm for the 2011 fiscal year.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 34,535,156 | 7,983 | 9,853 | 0 |

In light of the vote on proposal number 3 and the recommendation of the Board of Directors, the Company has decided that it will include a shareholder advisory vote on named executive officer compensation in its proxy materials every year until the next required vote on the frequency of shareholder votes on named executive officer compensation.

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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.

Platinum Underwriters Holdings, Ltd.

April 28, 2011

By: *Michael E. Lombardozzi*

*Name: Michael E. Lombardozzi
Title: Executive Vice President, General Counsel and Chief
Administrative Officer*