

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: September 11, 2012  
(Date of earliest event reported)

**FEDERATED NATIONAL HOLDING COMPANY**  
(Exact name of registrant as specified in its charter)

<u>Florida</u> (State or other jurisdiction of incorporation)	<u>0-2500111</u> (Commission File Number)	<u>65-0248866</u> (I.R.S. Employer Identification No.)
<u>14050 NW 14 Street, Suite 180</u> <u>Sunrise, FL</u> (Address of principal executive offices)		<u>33323</u> (Zip Code)

Registrant's telephone number, including area code: (954) 581-9993

**21ST CENTURY HOLDING COMPANY**  
(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))

## Item 5.07. Submission of Matters to a Vote of Security Holders.

### Annual Meeting of Shareholders

On September 11, 2012, 21<sup>st</sup> Century Holding Company (the "Company") held its annual meeting of shareholders. A total of 6,815,784 of the Company's outstanding shares of common stock, representing approximately 85.8% of the shares eligible to vote, were present or represented by proxy at the annual meeting. The following four proposals were voted on at the annual meeting, and each was approved by the Company's shareholders with the necessary number of votes required by the Company's charter documents and applicable corporate law:

1. The election of Bruce F. Simberg and Richard W. Wilcox, Jr. as Class II directors to serve until the annual meeting of shareholders to be held in 2015 or until their successors are elected and qualified;
2. To approve an amendment to the Company's Amended and Restated Articles of Incorporation to change the Company's name to Federated National Holding Company;
3. To approve the 2012 Incentive Stock Plan; and
4. To ratify the appointment of DeMeo Young McGrath as the Company's independent registered public accounting firm for the 2012 fiscal year.

The table below states the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, for each of the proposals voted on at the annual meeting:

<u>Description of Matter</u>	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
1. Election of Directors:					
Bruce F. Simberg	3,446,549	N/A	490,550	N/A	2,878,685
Richard W. Wilcox, Jr.	3,443,631	N/A	493,468	N/A	2,878,685
2. Amendment to the Company's Amended and Restated Articles of Incorporation to change the Company's name to Federated National Holding Company	6,623,308	133,489	N/A	58,987	N/A
3. Approval of the 2012 Incentive Stock Plan.	3,148,478	766,226	N/A	22,395	N/A
4. Ratification of the appointment of DeMeo Young McGrath as the Company's independent registered public accounting firm for the 2012 fiscal year.	6,634,394	99,701	N/A	81,689	N/A

## Item 8.01. Other Events.

Following receipt of shareholder approval as described above, the Company filed an amendment to its Amended and Restated Articles of Incorporation to change its corporate name to Federated National Holding Company. The Company's Nasdaq trading symbol has also changed to "FNHC."

## Item 9.01. Exhibits.

### (d) Exhibits

- 3.1 Amendment dated September 11, 2012 to Amended and Restated Articles of Incorporation of the Company.
- 99.1 Press release dated September 11, 2012

## **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.

### **21<sup>ST</sup> CENTURY HOLDING COMPANY**

Date: September 12, 2012

By: /s/ Peter J. Prygelski, III  
Name: Peter J. Prygelski, III  
Title: Chief Financial Officer  
(Principal Accounting and Financial Officer)

**Exhibit 3.1**

**ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
21<sup>ST</sup> CENTURY HOLDING COMPANY  
(Document No. S36299)**

Pursuant to the provisions of Section 607.1006, Florida Statutes, 21<sup>ST</sup> CENTURY HOLDING COMPANY, a Florida corporation (the "Company"), adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

**FIRST:** Article I of the Company's Amended and Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE I - NAME

The name of the Company is FEDERATED NATIONAL HOLDING COMPANY (hereinafter called the "Company")."

**SECOND:** Article II of the Company's Amended and Restated Articles of Incorporation is amended to read in its entirety as follows:

"ARTICLE II – MAILING ADDRESS

The current mailing address of the principal place of business of the Company is 14050 N.W. 14<sup>th</sup> Street, Suite 180, Sunrise, Florida 33323."

**THIRD:** Except as hereby expressly amended, the Amended and Restated Articles of Incorporation of the Company shall remain the same.

**FOURTH:** The foregoing amendment was approved by the shareholders of the Company on September 11, 2012. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

**IN WITNESS WHEREOF**, the Company has caused these Articles of Amendment to be signed by a duly authorized officer of the Company on September 11, 2012.

/s/ Michael H. Braun  
\_\_\_\_\_  
Name: Michael H. Braun  
Title: Chief Executive Officer & President

## Exhibit 99.1

### **FOR IMMEDIATE RELEASE**

**CONTACT: Michael H. Braun, CEO (954) 308-1322  
or Peter J. Prygelski, CFO (954) 308-1252  
Federated National Holding Company**

### **21<sup>st</sup> CENTURY HOLDING COMPANY ANNOUNCES CORPORATE NAME CHANGE TO FEDERATED NATIONAL HOLDING COMPANY**

**Sunrise, Florida, September 11, 2012** - 21st Century Holding Company (Nasdaq: TCHC), a Florida-based provider of insurance, announced today that its corporate name has been changed to Federated National Holding Company ("Federated National"), after receiving shareholder approval for the name change at the Company's 2012 Annual Shareholder meeting held on September 11, 2012. The Company's Nasdaq trading symbol has also changed to "FNHC."

Mr. Michael H. Braun, the Company's Chief Executive Officer and President, said "The Company's management team and Board of Directors agreed to change the name to Federated National since the majority of the Company's business is conducted through its insurance subsidiary, Federated National Insurance Company, which is known to its policyholders and agents as "Federated National" or "Federated." The names Federated National and Federated have developed goodwill over the years with its agents and policyholders. The name change to Federated National should allow the Company to better streamline its marketing efforts and relay its vision to its shareholders, agents and policyholders."

#### About the Company

The Company, through its subsidiaries, underwrites homeowners' property and casualty, commercial general liability, commercial residential property, flood, personal automobile and commercial automobile. Additionally, the Company is licensed to and has the facilities to market and underwrite policies for other insurance carriers' lines of business such as, inland marine, workers' compensation and personal umbrella insurance in the state of Florida. The Company is licensed as an admitted carrier in the states of Alabama, Georgia, Louisiana and Texas to offer coverage for more than 300 classes of commercial general liability business, including special events. The Company, through its subsidiaries, is also approved to operate as a surplus lines/non-admitted carrier in the states of Arkansas, Kentucky, Maryland, Missouri, Nevada, Oklahoma, South Carolina, Tennessee, and Virginia and offers the same general liability products. The Company, through its subsidiaries, adjusts claims for itself and is licensed to process and adjust claims for third party insurance carriers as well.

#### **Forward-Looking Statements /Safe Harbor Statements**

*Safe harbor statements under the Private Securities Litigation Reform Act of 1995: Statements in this press release that are not historical fact are forward-looking statements that are subject to certain risks and uncertainties that could cause actual events and results to differ materially from those discussed herein. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "feel," "anticipate," "intend," "could," "would," "estimate," or "continue" or the other negative variations thereof or comparable terminology are intended to identify forward-looking statements. The risks and uncertainties include, without limitation, the costs and collectability of reinsurance; the success of the Company's growth and marketing initiatives and introduction of its new product lines; inflation and other changes in economic conditions (including changes in interest rates and financial markets); the impact of new regulations adopted in Florida and the other states in which we do business which affect the property and casualty insurance market; assessments charged by various governmental agencies; pricing competition and other initiatives by competitors; our ability to obtain regulatory approval for requested rate changes and/or changes in our capital structure, and the timing thereof; legislative and regulatory developments; the outcome of litigation pending against us or which is commenced against the Company after the date hereof, including the terms of any settlements; risks related to the nature of our business; dependence on investment income and the composition of our investment portfolio; the adequacy of our liability for loss and loss adjustment expense; insurance agents; claims experience; ratings by industry services (a withdrawal or reduction of our rating(s) could limit us from writing or renewing policies and could cause the Company's insurance policies to no longer be acceptable to the secondary marketplace and mortgage lenders); catastrophe losses; reliance on key personnel; weather*

*conditions (including the severity and frequency of storms, hurricanes, tornadoes and hail); acts of war and terrorist activities; court decisions and trends in litigation; and other matters described from time to time by us in our filings with the SEC. Additional risk factors are also set forth in the Company's Form 10-K for the fiscal year ended December 31, 2011, filed with the SEC on March 30, 2012, and in the Company's subsequent filings under the Securities Exchange Act of 1934. In addition, investors should be aware that generally accepted accounting principles prescribe when a company may reserve for particular risks, including litigation exposures. Accordingly, results for a given reporting period could be significantly affected if and when a reserve is established for a major contingency. Reported results may therefore appear to be volatile in certain accounting periods. The Company undertakes no obligations to update, change or revise any forward-looking statement, whether as a result of new information, additional or subsequent developments or otherwise. #####*