

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: December 10, 2015  
(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>000-25001</u> (Commission File Number)	<u>65-0248866</u> (I.R.S. Employer Identification No.)
<u>14050 N.W. 14<sup>th</sup> 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: (800) 293-2532

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 (see General Instruction A.2. below):

- 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 7.01. Regulation FD Disclosure.**

Officers of Federated National Holding Company (the “Company”) will present to members of the investment community as part of a non-deal road show beginning on December 10, 2015. A copy of the investor presentation to be used during these presentations is attached as Exhibit 99.1 to this Current Report on Form 8-K and is also available in the “Investor” section of the Company’s website at [www.fednat.com](http://www.fednat.com). These materials are dated December 10, 2015, and the Company disclaims any obligation to correct or update these materials in the future.

In accordance with General Instruction B.2 to Form 8-K, the information set forth in this Item 7.01 and the investor presentation attached to this report as Exhibit 99.1 is “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”).

The investor presentation attached hereto as Exhibit 99.1 contains statements that may be deemed forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements are therefore entitled to the protection of the safe harbor provisions of these laws. These statements may be identified by the use of forward-looking terminology such as “anticipate,” “believe,” “budget,” “contemplate,” “continue,” “could,” “envision,” “estimate,” “expect,” “forecast,” “guidance,” “indicate,” “intend,” “may,” “might,” “outlook,” “plan,” “possibly,” “potential,” “predict,” “probably,” “pro-forma,” “project,” “seek,” “should,” “target,” “will,” “would,” “will be,” “will continue” or the negative thereof or other variations thereon or comparable terminology. The Company has based these forward-looking statements on its current expectations, assumptions, estimates and projections. While the Company believes these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve a number of risks and uncertainties, many of which are beyond the Company’s control. These and other important factors may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Management cautions that any such forward-looking statements are not guarantees of future performance, and readers cannot assume that such statements will be realized or the forward-looking events and circumstances will occur. Factors that might cause such a difference include, without limitation, the risks and uncertainties discussed under “Risk Factors” in the Company’s Annual Report on Form 10-K, and discussed from time to time in the Company’s reports filed with the Securities and Exchange Commission.

## **Item 9.01 Financial Statements and Exhibits.**

### (d) Exhibits.

99.1 Federated National Holding Company Investor Presentation dated December 10, 2015.

## **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.

### **FEDERATED NATIONAL HOLDING COMPANY**

Date: December 10, 2015

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

## **EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Exhibit Title</u></b>
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99.1	Federated National Holding Company Investor Presentation dated December 10, 2015.
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**INVESTOR PRESENTATION  
Third Quarter 2015**

December 10, 2015

NASDAQ: FNHC

# SAFE HARBOR STATEMENT

*Safe harbor statement under the Private Securities Litigation Reform Act of 1995:*

*Statements 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 “anticipate,” “believe,” “budget,” “contemplate,” “continue,” “could,” “envision,” “estimate,” “expect,” “forecast,” “guidance,” “indicate,” “intend,” “may,” “might,” “outlook,” “plan,” “possibly,” “potential,” “predict,” “probably,” “pro-forma,” “project,” “seek,” “should,” “target,” “will,” “will be,” “will continue,” “would,” or the negative thereof or other variations thereon and similar words or phrases or comparable terminology are intended to identify forward-looking statements.*

*Forward-looking statements might also include, but are not limited to, one or more of the following:*

- Projections of revenues, income, earnings per share, dividends, capital structure or other financial items or measures;*
- Descriptions of plans or objectives of management for future operations, insurance products or services;*
- Forecasts of future insurable events, economic performance, liquidity, need for funding and income; and*
- Descriptions of assumptions or estimates underlying or relating to any of the foregoing.*

*The risks and uncertainties include, without limitation, risks and uncertainties related to estimates, assumptions and projections generally; the nature of the Company’s business; the adequacy of its reserves for loss and loss adjustment expense; claims experience; weather conditions (including the severity and frequency of storms, hurricanes, tornadoes and hail) and other catastrophic losses; reinsurance costs and the ability of reinsurers to indemnify the Company; raising additional capital and our potential failure to meet minimum capital and surplus requirements; potential assessments that support property and casualty insurance pools and associations; the effectiveness of internal financial controls; the effectiveness of our underwriting, pricing and related loss limitation methods; changes in loss trends; court decisions and trends in litigation; our potential failure to pay claims accurately; ability to obtain regulatory approval of applications for requested rate increases, or to underwrite in additional jurisdictions, and the timing thereof; the impact that the results of the Monarch joint venture may have on our results of operations; inflation and other changes in economic conditions (including changes in interest rates and financial markets); pricing competition and other initiatives by competitors; legislative and regulatory developments; the outcome of litigation pending against the Company, and any settlement thereof; dependence on investment income and the composition of the Company’s investment portfolio; insurance agents; ratings by industry services; the reliability and security of our information technology systems; reliance on key personnel; acts of war and terrorist activities; and other matters described from time to time by the Company in releases and publications, and in periodic reports and other documents filed with the United States Securities and Exchange Commission.*

*In addition, investors should be aware that generally accepted accounting principles prescribe when a company may reserve for particular risks, including claims and litigation exposures. Accordingly, results for a given reporting period could be significantly affected if and when a reserve is established for a contingency. Reported results may therefore appear to be volatile in certain accounting periods.*

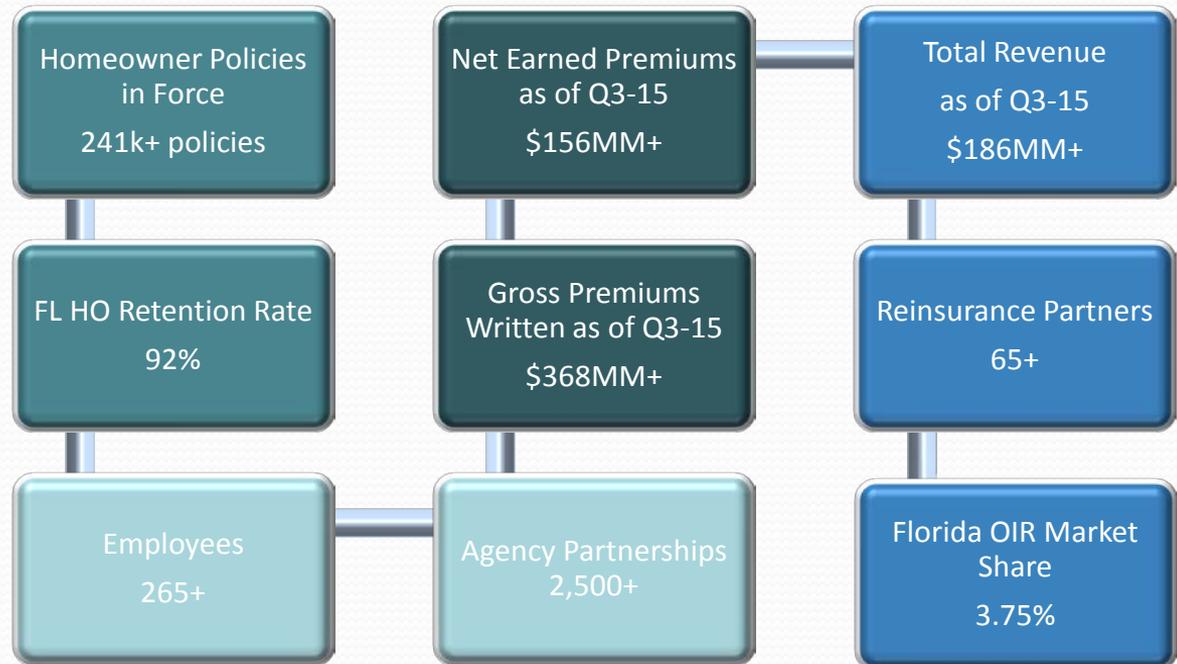
*Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We do not undertake any obligation to update publicly or revise any forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.*

# FNHC SNAPSHOT AND QUICK FACTS

Federated National Holding Company  
(as of 9/30/2015)

- **NASDAQ:** FNHC
- **Headquarters:** Sunrise, FL (Ft. Lauderdale)
- **Core Market:** FL Homeowners' P&C insurance
- **IPO Year:** 1998
- **Financial Stability Rating:**  **A- Exceptional**  
Financial Stability Rating®  
Demotech, Inc.
- **Cash and Investments:** \$462.6 M
- **Total Shareholders' Equity:** \$241.5 M (1)
- **Common Shares Outstanding:** 13.8 M
- **Book Value Per Common Share:** \$17.53 (1) (2)

- (1) Includes non-controlling interest  
(2) Excluding non-controlling interest, BVPS was \$16.22



# EXPERIENCED MANAGEMENT TEAM

*An experienced management team that has a long history with Federated National and has extensive tenure in the homeowners' insurance market in Florida*

**Michael Braun**, *Chief Executive Officer & President*

- Appointed Chief Executive Officer in July 2008
- Elected to Board in 2005
- Joined in 1998

**Peter Prygelski**, *Chief Financial Officer & Treasurer*

- Appointed Chief Financial Officer in June 2007
- Served as Independent Director from 2004 through 2007
- Joined in 2004

**Stephen Young**, *Vice President of Operations*

- Appointed Vice President of Operations in June 2009
- More than 20 years of industry experience
- Joined in 1995

**Gordon Jennings**, *Vice President of Risk Management*

- Appointed Vice President of Risk Management in May 2008
- Serves as President of FedNat Underwriters
- Joined in 2000

**Anthony Prete**, *Vice President of Strategy*

- More than 15 years of industry experience
- Previously worked at Kemper, The Hartford, Travelers, and Safeco
- Joined in 2015

**Melissa Knox**, *Vice President of Internal Audit, Governance and Control*

- Appointed as Director of Internal Audit in December 2010
- Fortune 100, 500 and Big 4 Public Accounting experience
- Joined in 2010

**C. Brian Turnau**, *Director of Claims Management*

- Worked for private practice insurance defense litigation law firms for 15 years
- More than 13 years of industry experience
- Joined in 2000

**Christopher Clouse**, *Director of PL Underwriting*

- Appointed Underwriting Manager in June 2010
- More than 25 years of industry experience
- Joined in 2008

**Tracy Wiggan**, *Director of Human Resources*

- Appointed as Director of Human Resources in July 2008
- More than 20 years experience in human resources
- Joined in 2005

# OUR DISTINGUISHING CHARACTERISTICS AND TRACK RECORD

## Our Team

We are a well-regarded employer that is mindful of the well-being of our employees, allowing them to develop their individual capabilities in an impartial, challenging, rewarding and cooperative environment and offering them the opportunity for career development. We value experienced insurance professionals who share our dedication to exceptional customer service. We seek individuals who are qualified, highly motivated and demonstrate our principles of professionalism, cooperation, communication, accountability, innovation and respect.

## Our Customers

We strive for 100% customer satisfaction. Our intent is to attract and retain customers for their insurance needs by providing outstanding customer service, quality and value in all our products and services at the lowest possible cost.

## Our Strategy

Generate sustainable annual growth by:

- Growing Market Share
- Improving Product Sales and Product Mix
- Containing Costs
- Evaluating Strategic Acquisitions

LEADING TO

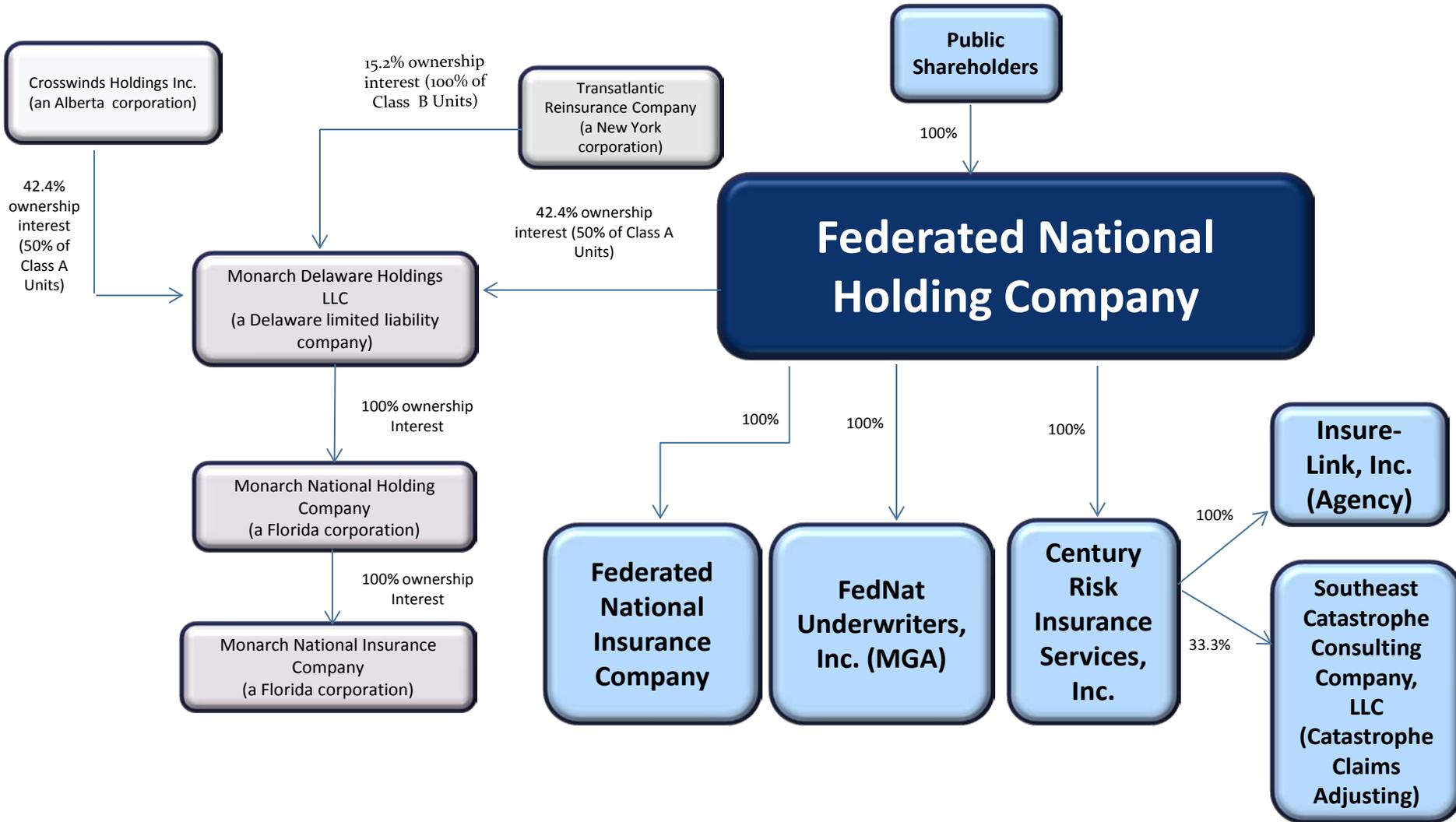
52% Y/Y growth in Net Income

42% Y/Y growth in Policies in Force

32% Y/Y growth in Investment Income

39% Y/Y growth in Market Share

# FNHC ORGANIZATIONAL STRUCTURE



# FNHC AND MARKET TIMELINE

## *The early years...*

1992

- Hurricane Andrew

- Emergence of Citizen's predecessor

- National carriers begin to exit/contract

1993

- Creation of the Florida Hurricane Catastrophe Fund

2004 &  
2005

- Hurricane seasons bring four Florida hurricanes in year 2004 and four in year 2005

- National carriers accelerate exit/contraction

2006 &  
2007

- Windstorm mitigation credit overhaul

- Citizens becomes a competitor to the private market

2009

- Citizens establishes "glide path" to actuarial sound rates

Timeline continues to next page...

# FNHC AND MARKET TIMELINE

## Recent developments...

2011

- Joined BBB and earned A+ rating



2012

- Citizens reduces potential assessment



2013

- Citizens Clearinghouse established

**Clearing house participants**

10-27-Jan-14 launch	10-Mar-14	10-May-14	10-Jul-14
Ais Royal	American Tradition	Cypress Insurance	American Integrity
Florida Peninsula	Summit Insurance Group	Security First	Autor P&C
Safe Harbor	Federated National	Southern Family	Capital Preferred
United P&C	Heritage	Southern Family P&C	Cypress P&C
	Monarch USA	Southern Oak	
	Pepper's Trust		
	Tom's H&A Signature		

Source: Citizens Property Insurance Corp.

2014

- Monarch National approved by Florida Office of Insurance Regulation



2015

- Lloyd's of London appoints FNHC as underwriters



- “Cost Driver” bill to expedite rate filings, increase surplus requirements and reform sinkhole claims

- Changed name from 21<sup>st</sup> Century Holding Company to Federated National Holding Company

- Federated National Insurance Company- Allstate relationship (Ivantage Select Agency Inc.)

- FNHC appointed to Citizens Market Accountability Advisory Board

- Forbes “America’s 50 Most Trustworthy Financial Companies”

- Fortune “Fastest Growing Companies”

Providing individuals and businesses with peace of mind for more than 23 years.

# FEDERATED NATIONAL'S APPROACH TO THE FLORIDA MARKET

## Agent Experience

- Utilize innovative point of sale software providing agent “ease of use”
- Deliver instantaneous quoting and binding capabilities
- Provide agents with access to numerous key data points essential to assessing risk factors

## Underwriting Standards

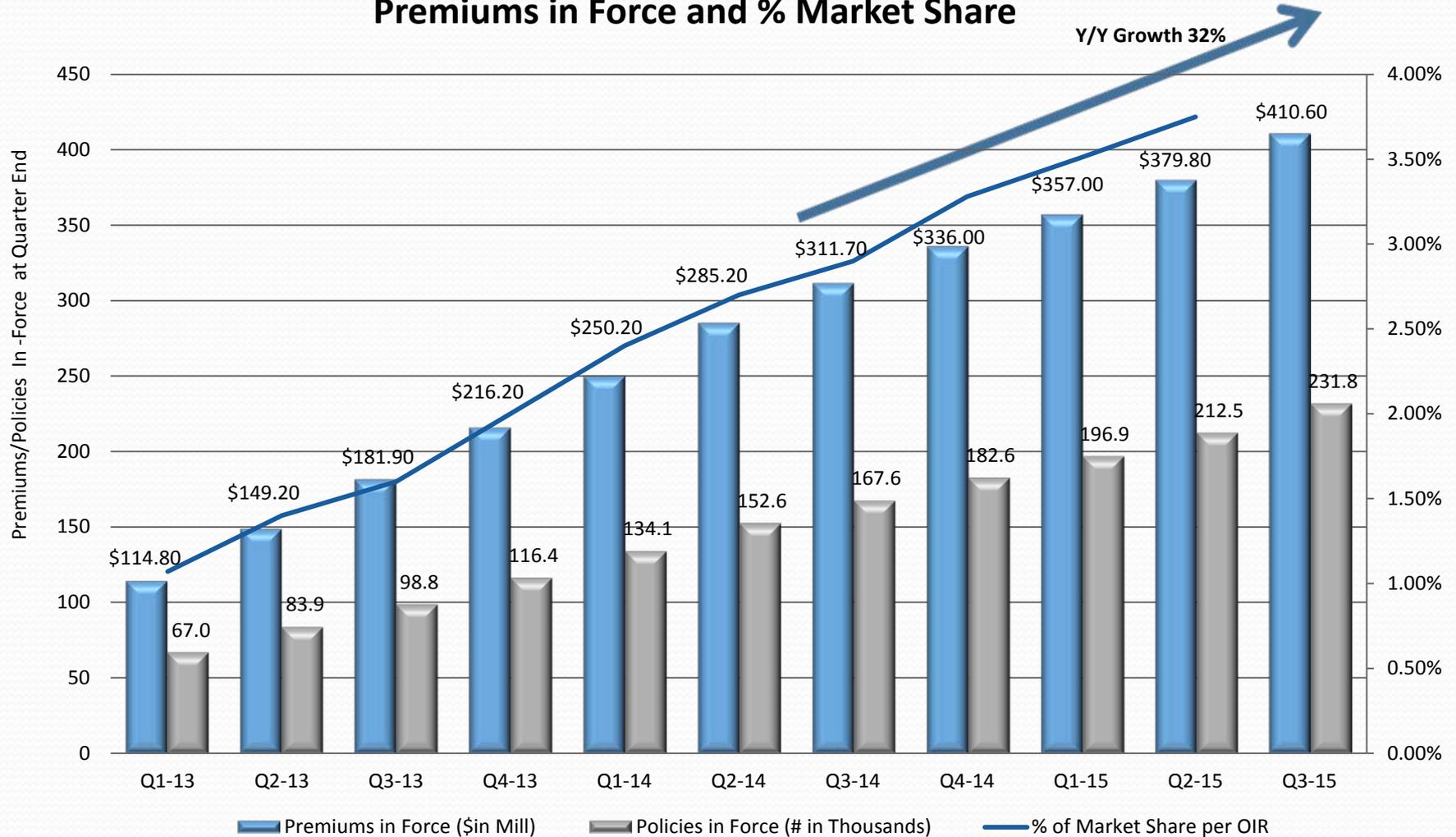
- Focus on higher value properties
- Emphasize properties which typically have more advanced wind / hurricane mitigation features and lower All Other Peril (non-catastrophe) losses, all of which mitigate expected losses
- Underwrite every risk to maintain our quality book of business

## Geographic Diversification

- Reduce geographic concentration in the Tri-County / South Florida area and expand in other counties in Florida
- Enhance underwriting results and reduce our risk exposure via greater diversification
- Expand into other coastal states

# FEDERATED NATIONAL GROWING MARKET SHARE

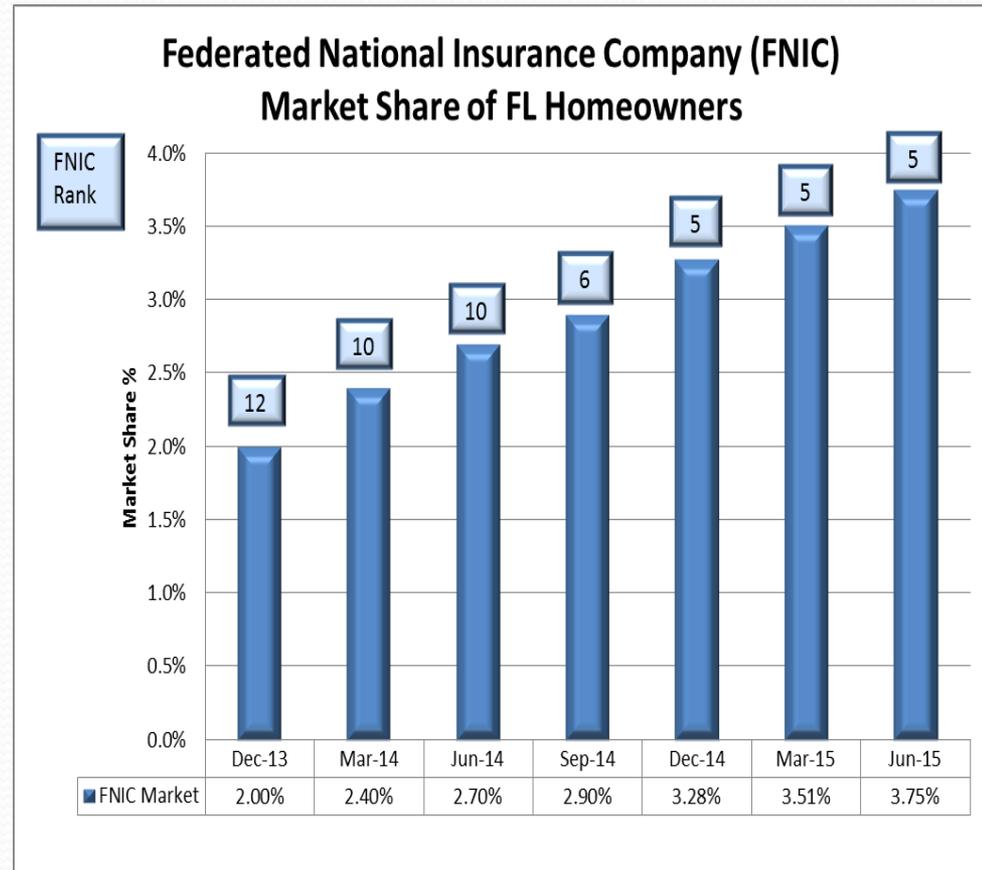
## Federated National Insurance Company's FL Market Share Premiums in Force and % Market Share



# FLORIDA MARKET PROVIDES CONTINUED GROWTH

Federated National Insurance Company (FNIC) is predominantly a homeowners' insurer in Florida and is one of the fastest growing homeowners' insurer in the state.

- Top five writer of voluntary business in Florida <sup>(1)</sup>
- All new policies are generated on a voluntary basis
- One of a few selected Florida homeowners' insurance companies appointed to write voluntary business through Allstate's Florida agents
- Opportunity to increase FNIC's market share through partnership with 2500+ agents
- Opportunity to further increase our market presence through Monarch
- FNIC's ranking moved from **12<sup>th</sup>** to **5<sup>th</sup>** place in less than two years
- Only Florida company to have this kind of growth while NOT participating in Citizen's takeout program

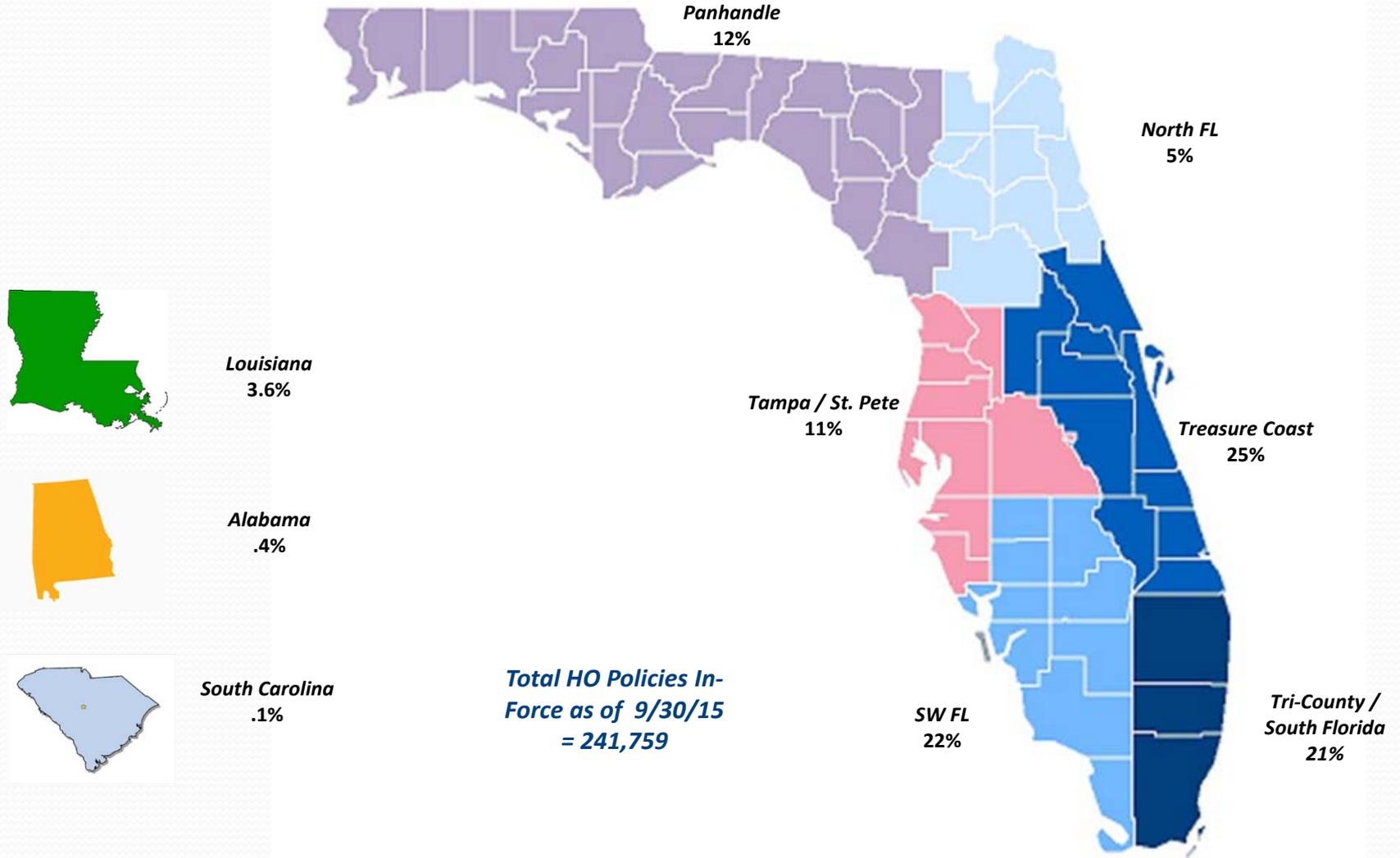


Note: Includes personal residential and excludes commercial residential business. The Florida Office of Insurance Regulation's QUASR next generation database excludes State Farm Florida Insurance Company in its dataset as of June 30, 2015

(1) Based on Florida residential homeowners' insurance new policies written for the six months ended June 30, 2015; Florida Office of Insurance Regulation

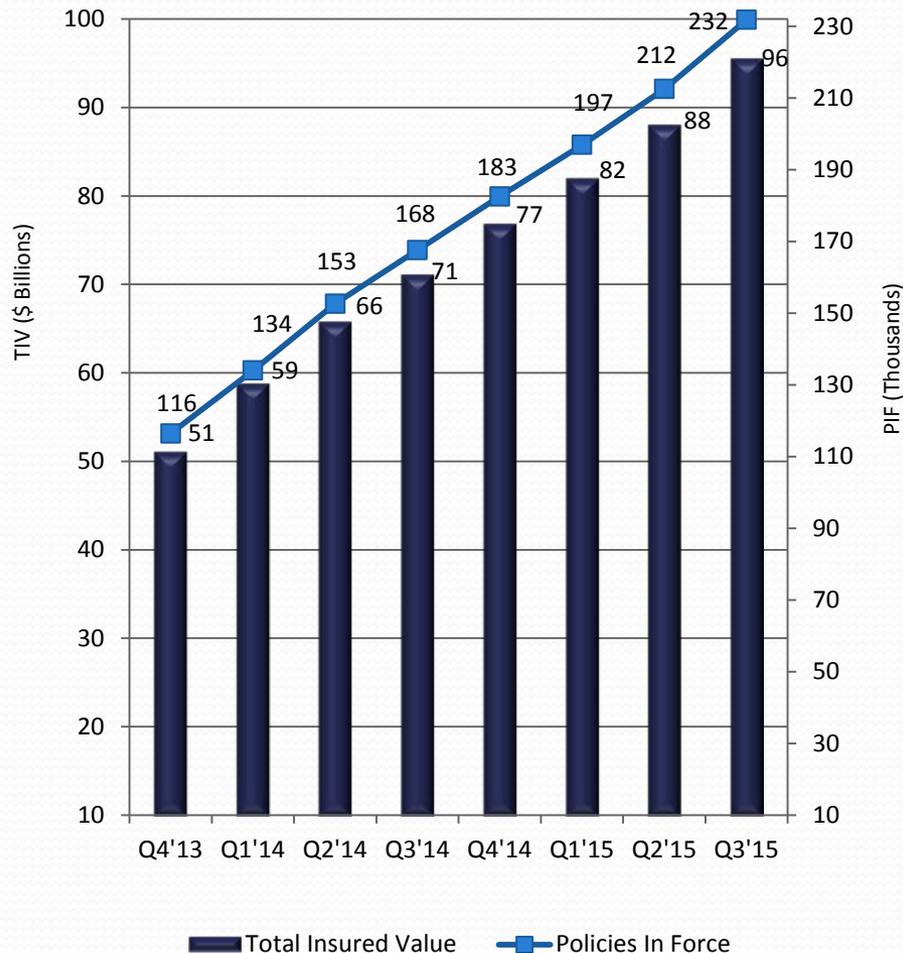
# DIVERSIFICATION

## Federated National Insurance Company Homeowners' Market as of 9/30/15

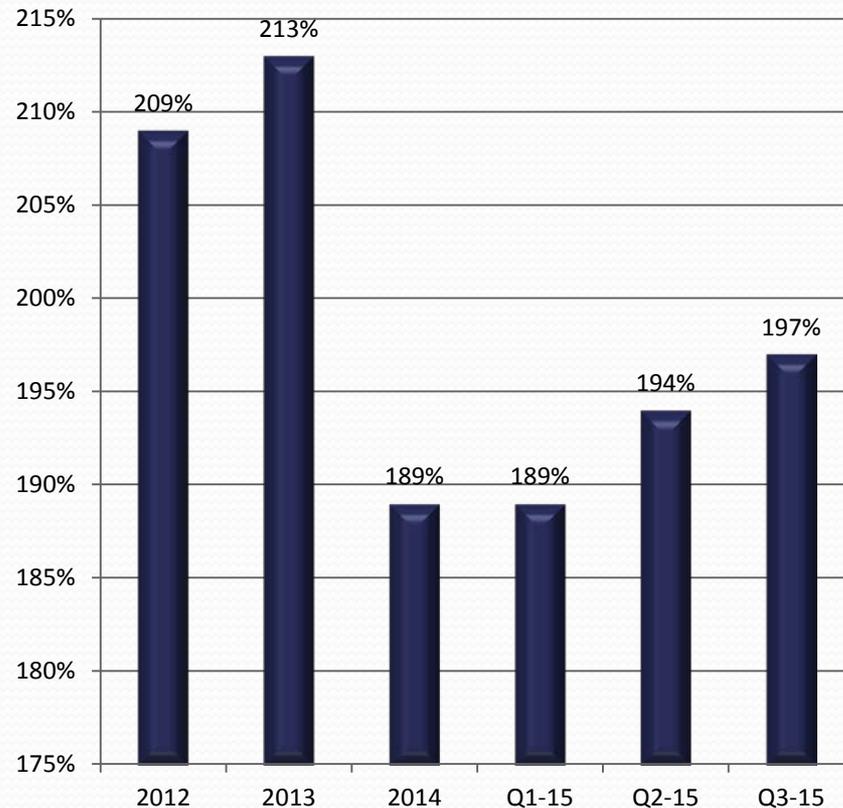


# QUALITY GROWTH IN FLORIDA HOMEOWNERS' PORTFOLIO

## Total Insured Value and Policies In-Force



## 1-in-100 Year Probable Maximum Loss<sup>(1)</sup> / In-Force Premium



(1) Total modeled losses incurred in a 1-in-100 year catastrophe related event; FNHC is currently in the process of re-balancing between RMS and AIR

Note: Probable Maximum Loss is modeled using RMS assuming LT, NoSS and NoLA

# ROBUST CLAIMS CAPABILITIES AND TENURED STAFF

## In-House Claims Adjuster

- 25 field adjusters covering the entire state of Florida and 45 onsite (desk) adjusters; 12 claims managers and supervisors; in-house litigation manager supported by eight litigation adjusters; all of whom are fully licensed in all of the states in which we write business
- Average experience is over 10 years
- Long tenure with Federated National; many of our homeowners' adjusting staff served the Company during the storms of 2004 and 2005
- Training and knowledge is promoted and enhanced through on and off-site education

## Strategic Alliance With Catastrophe Adjuster

- Owns 1/3 of Southeast Catastrophe Consulting Company, an independent catastrophe claims adjuster
- Dedicated catastrophe adjusters available to Federated National as needed
- All data and systems functionality are integrated and backed-up through a remote cloud-based computing system

## Efficient Claims Response

- 24/7 new claims reporting capacity with immediate emergency response available when warranted
- Long-standing relationships with water remediation companies, emergency services providers and loss causation analysts that provide rapid mitigation of damages and exceptional customer service

# STRONG CATASTROPHE REINSURANCE

*Federated National has full indemnity reinsurance with highly rated reinsurers, and has maintained a business relationship with many of them for numerous years*

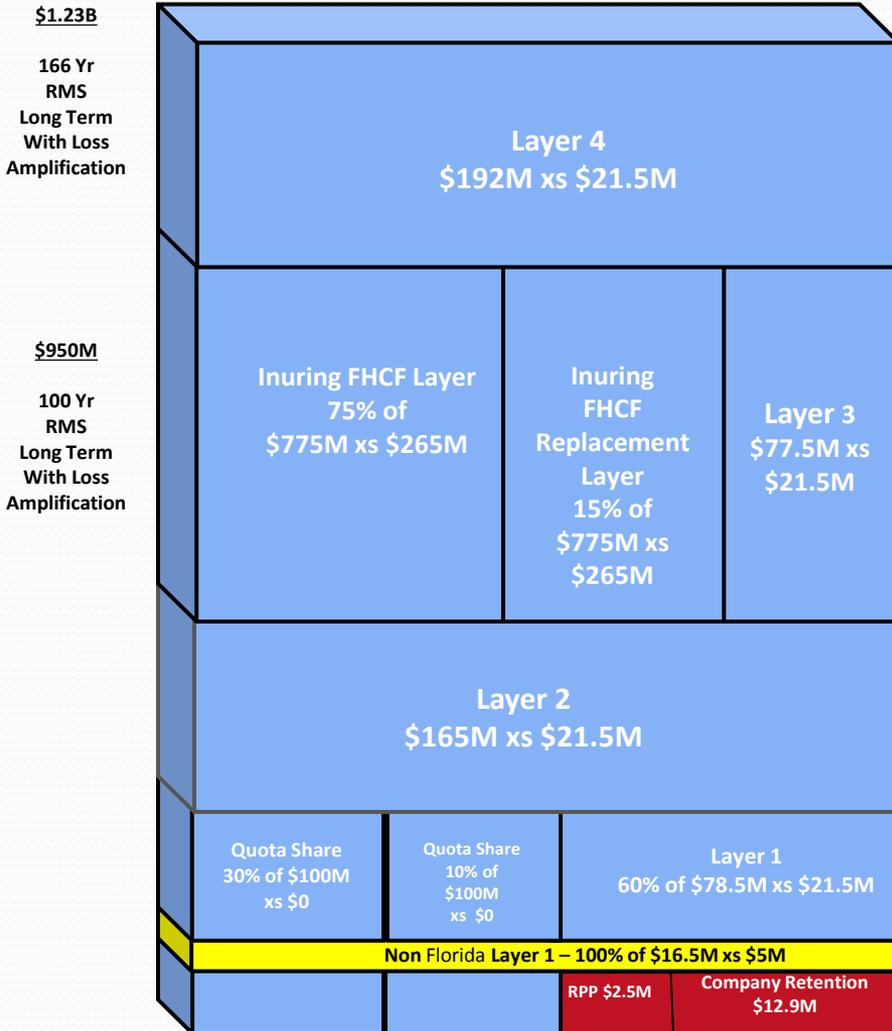
## 2015 – 2016 Excess of Loss Catastrophe Reinsurance Highlights

- Approximately \$1.8 billion of aggregate coverage with maximum single event coverage of approximately \$1.3 billion
- 65+ reinsurance partners, all of which are rated “A-” or higher by A.M. Best or fully collateralized
- Quota share of 40% of \$200 million aggregate coverage on two events with maximum single event coverage of 40% of \$100 million
- A minimum retention of \$12.9 million and not to exceed \$15.4 million pre-tax retention on first event with losses above \$100 million. First event coverage extends to \$1.3 billion
- All private market layers have prepaid automatic restatements premium protection (“RPP”) and a cascading, drop down feature, with the exception of the first layer, where we have retained 10% RPP

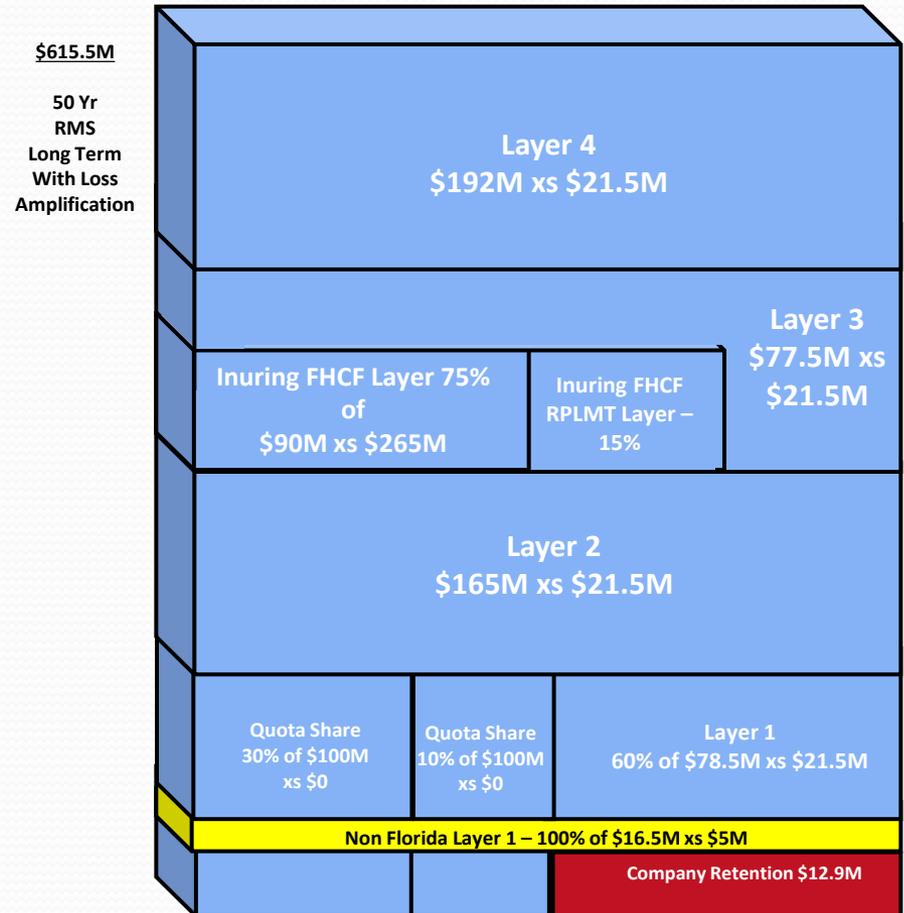
# CATASTROPHE REINSURANCE PROGRAM

July 1, 2015 – June 30, 2016 Excess of Loss Catastrophe Reinsurance Program

## First Event



## Second Event



Note: Uses historical models with loss amplification for RMS v 13.1

# CONSISTENTLY INNOVATING



## INVEST IN TECHNOLOGY

- Best in class software partners
- Reinsurance software
- Data warehouse

## INVEST IN EMPLOYEES

- Expanding staff
- Maintaining low employee turnover rates
- Offering competitive benefits including:
  - 401K w/ 6% Company match
  - Profit sharing
  - Education reimbursement assistance
  - Paid certification and licensing for employees
  - Flexible work environment/work from home

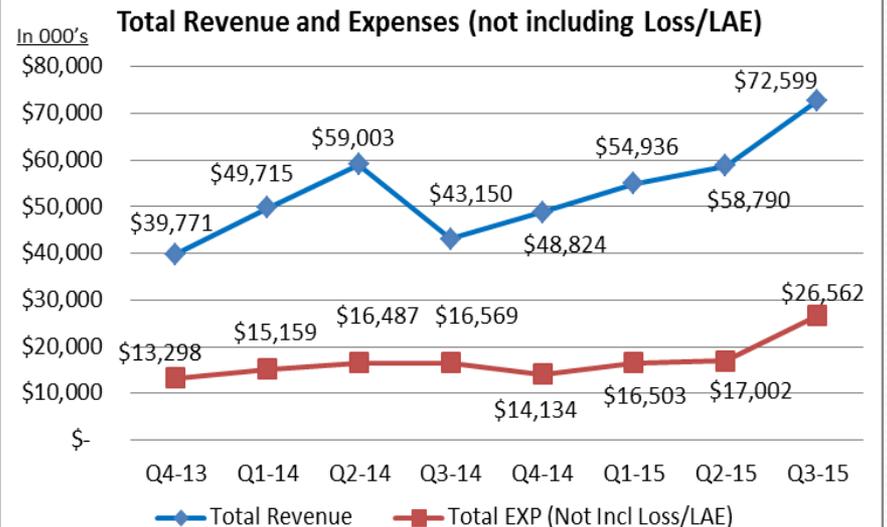
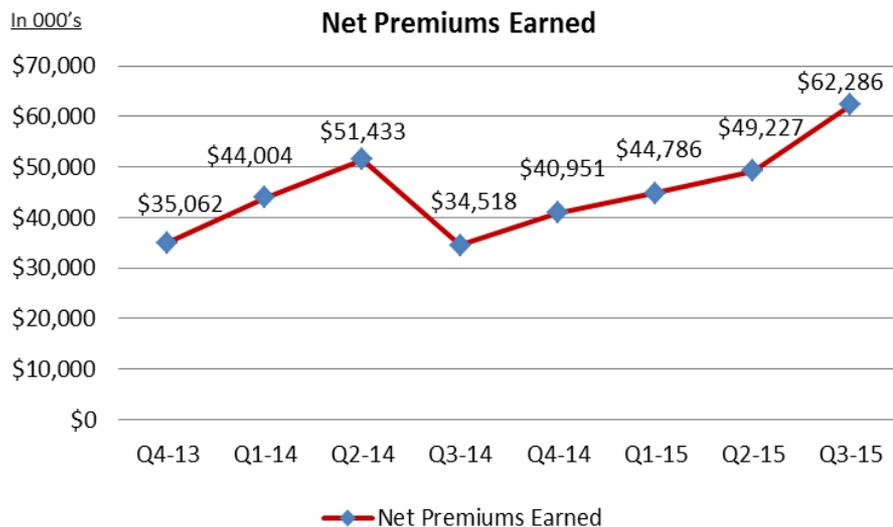
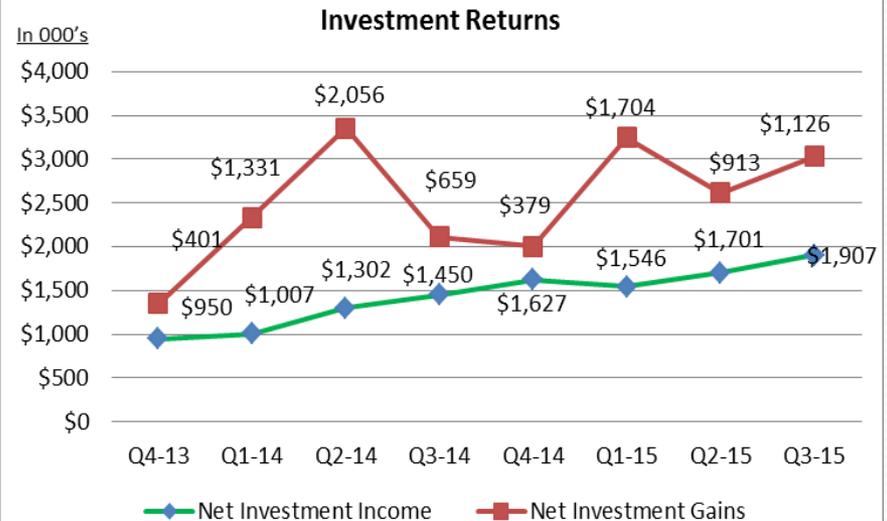
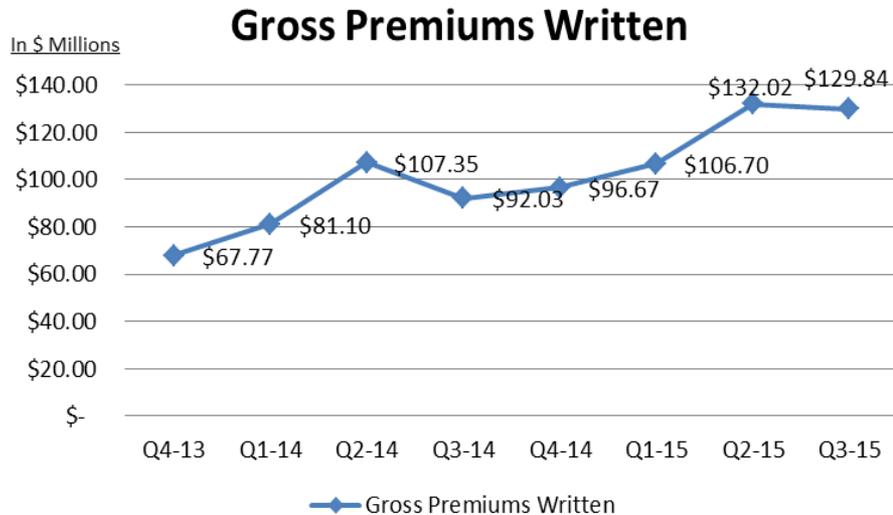
## INVEST IN BUSINESS

- Continuing improvement to Federated National's policy offering
- Continuing growth with Monarch
- Partnering with our reinsurers
- Obtaining approval to expand in other states

# Financial Overview

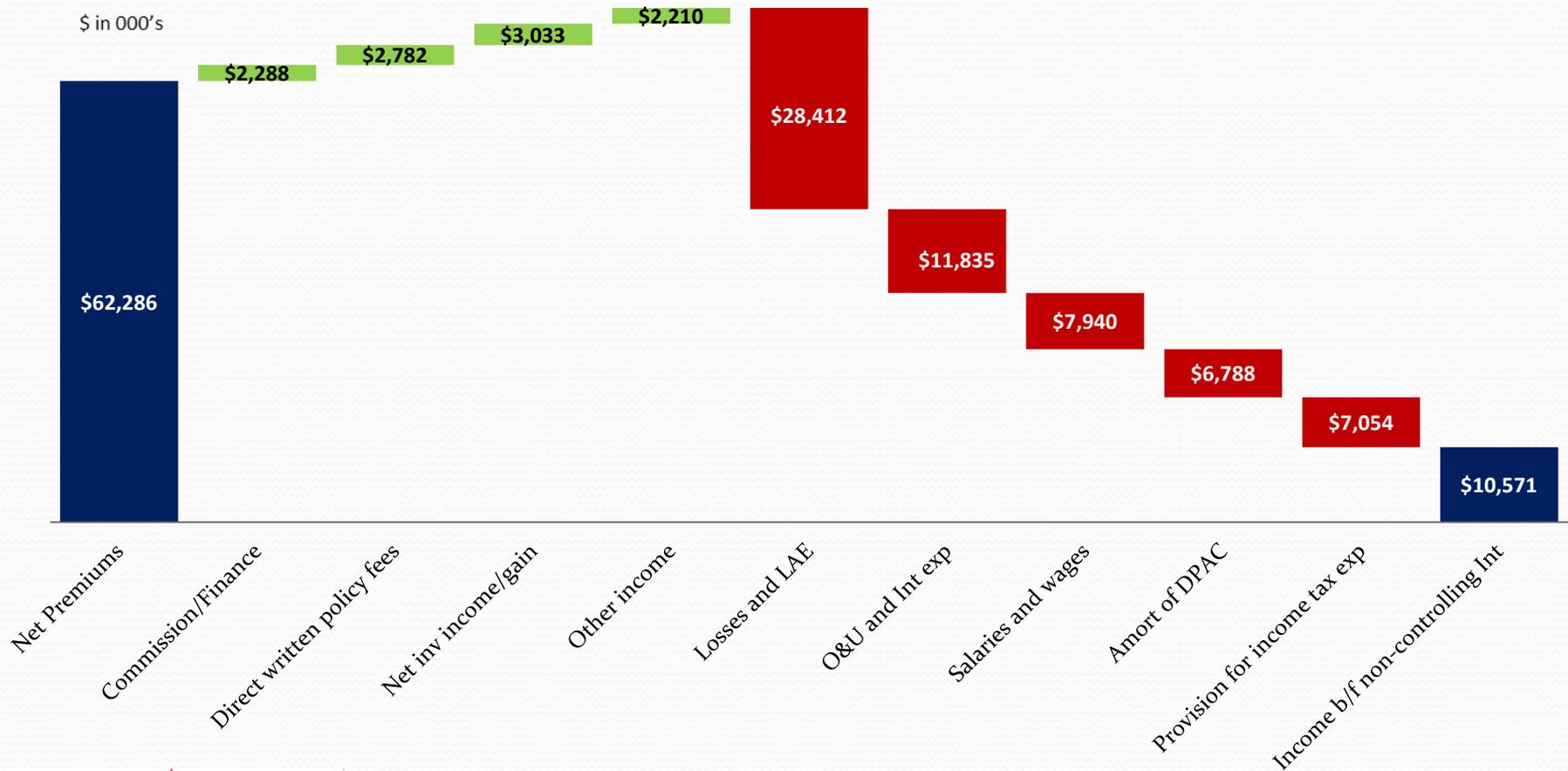


# STATEMENT OF OPERATIONS - REVENUE

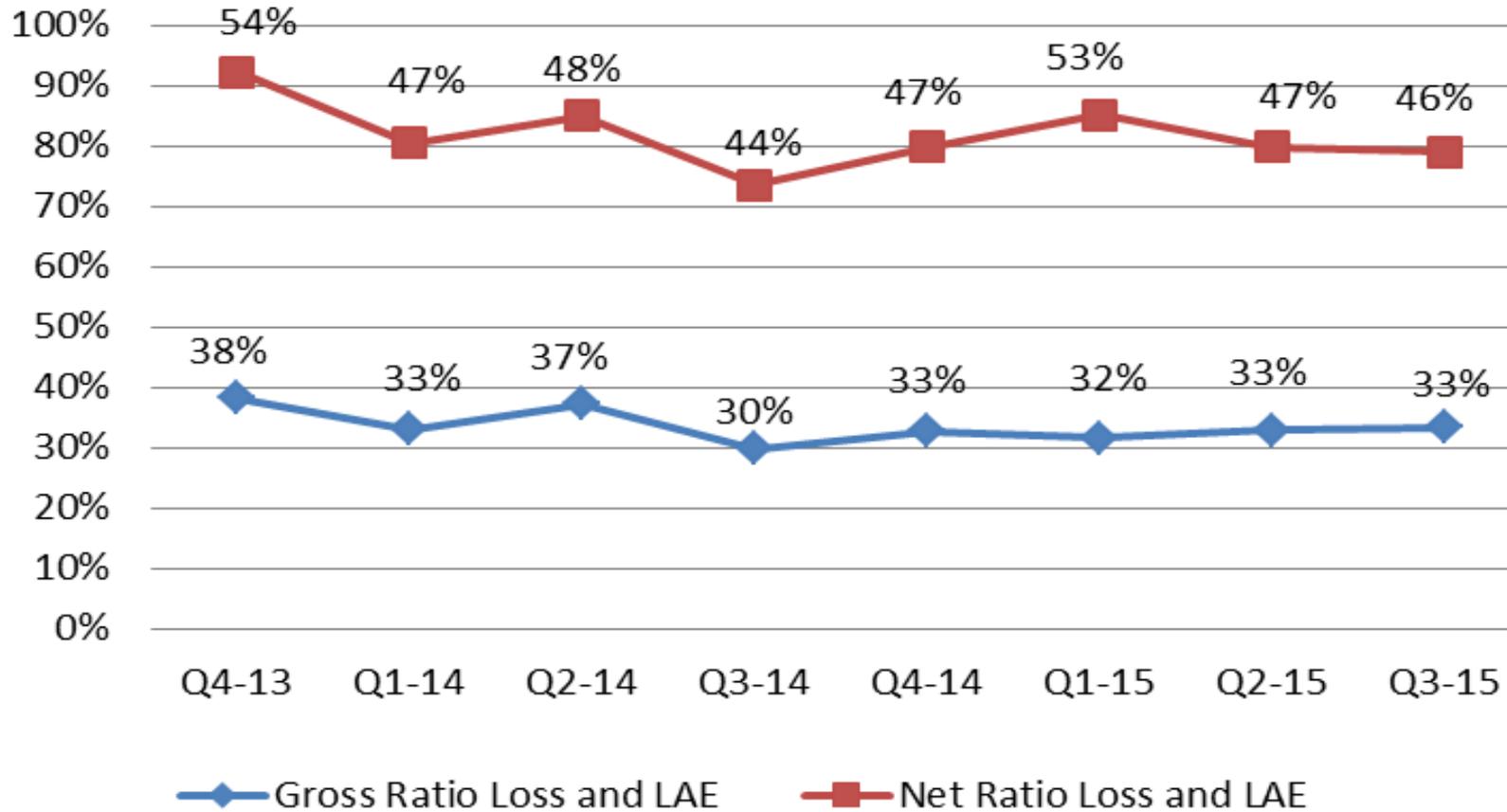


# NET INCOME BRIDGE

## FNHC Net Income Bridge Q3-2015



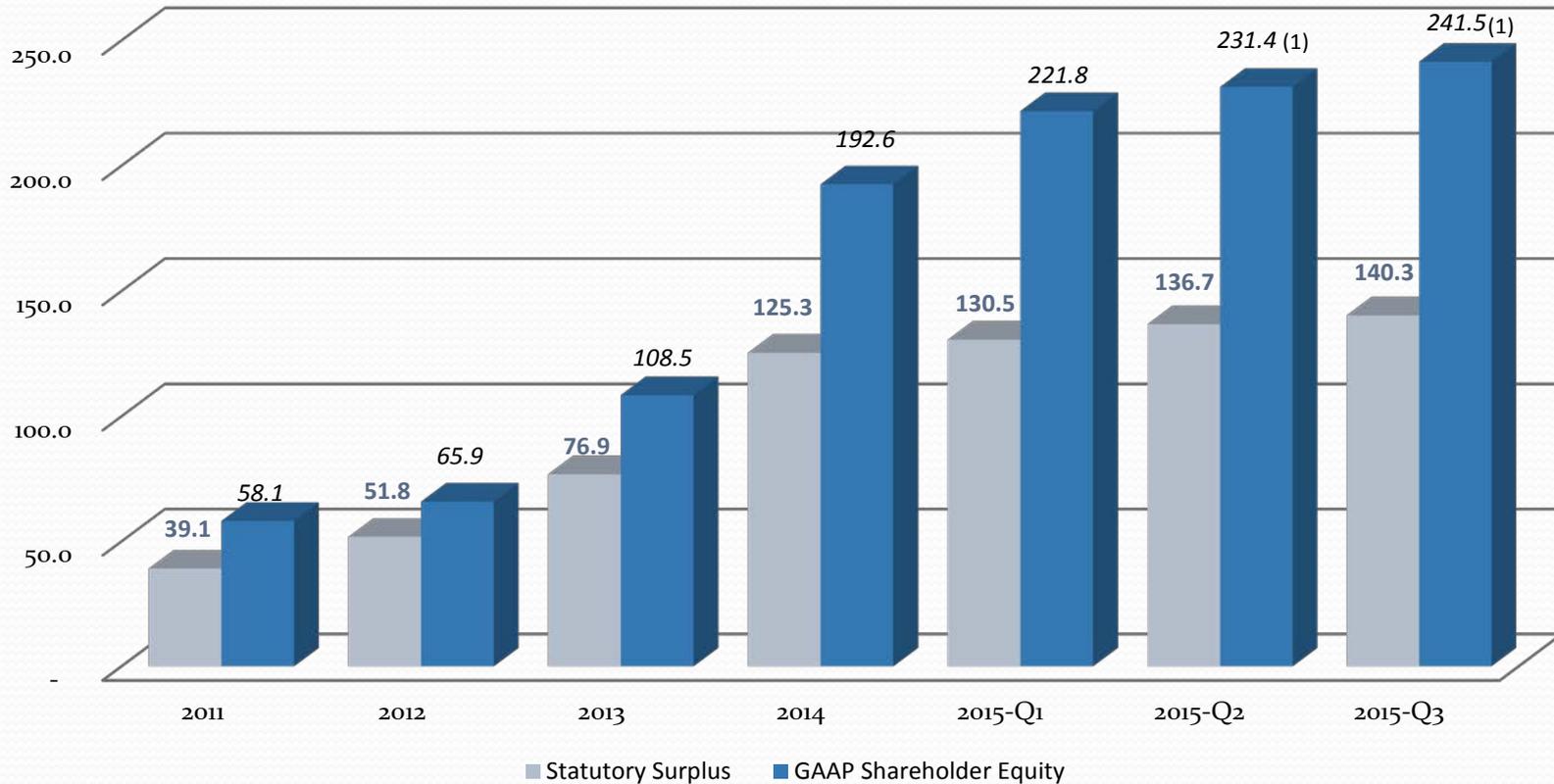
## Gross and Net Ratio Loss and LAE



# BALANCE SHEET STRENGTH

*“Our commitment to protecting our policyholders and our shareholders”*

\$ in Millions



***\*Conservative Capital Structure***

***\*Reinsurance Strategy***

***\*Low risk investment portfolio***

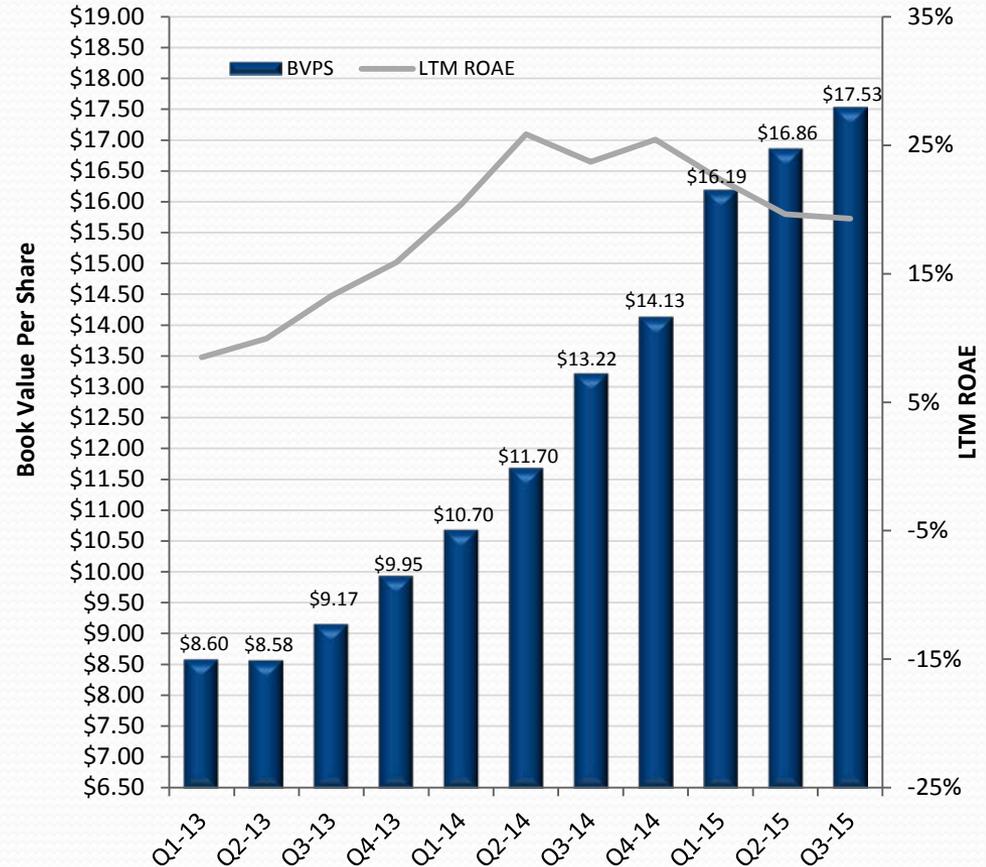
(1) GAAP Shareholder Equity Includes non-controlling interest of Monarch

# SHAREHOLDER VALUE CREATION

## Diluted Earnings Per Share



## Reported BVPS & LTM ROAE

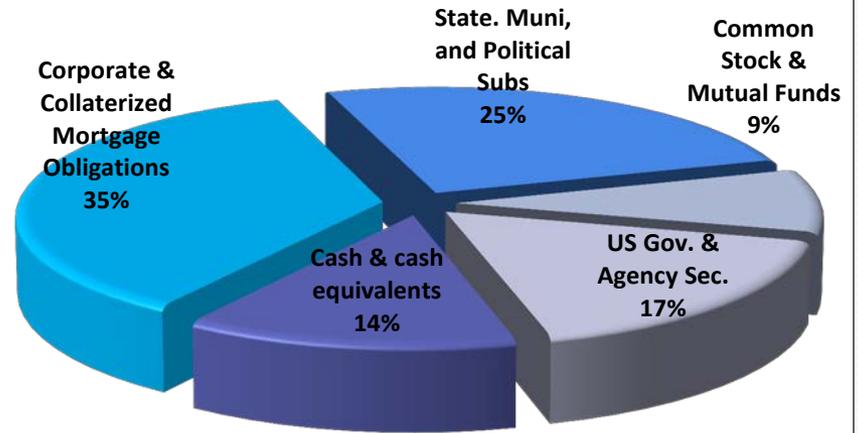


Source: Company Filings and SNL Financial

Note: Based on GAAP financial information; BVPS/LTM ROAE includes non-controlling interest

# INVESTMENT PORTFOLIO HOLDINGS

- Designed to preserve capital, maximize after-tax investment income, maintain liquidity and minimize risk
- Utilize outside investment managers for the fixed income and equities portfolios
- As of September 30, 2015, 99.87% of the Company's fixed income portfolio was rated investment grade
  - Average duration: 3.842 years
  - Composite rating: A (S&P)
  - Average yield: 1.822%
- Historical total returns on cash and investments as of September 30, 2015
  - 1 Year: 2.39%
  - 2 Years: 3.64%



**Federated National  
Investments and Cash**  
*As of September 30, 2015*  
**\$426.2 Million**

## SUPERIOR INVESTMENT

### UNDERWRITING PERFORMANCE

- Focus on higher value properties
- Employ sophisticated pricing and actuarial tools
- Expand offerings to agents in three markets
  - \* FEDNAT
  - \* MONARCH
  - \* LLOYD'S OF LONDON

### FINANCIAL DISCIPLINE

- Drive increased efficiency with automation
- Enhance underwriting profitability
- Effective use of controls and management oversight of expenditures
- Achieve book value growth

### INVESTMENT RETURNS

- Preserve capital
- Maximize after-tax investment income
- Maintain liquidity
- Utilize investment managers for fixed income and equities portfolio

### STRATEGY AND PHILOSOPHY

- Maintain emphasis on reserve adequacy
- Continue effective use of reinsurance programs
- Drive revenues and organic growth through relationship with agents
- Maintain regional growth strategy

# CONTACT US

## Company Contacts

### Michael Braun,

*Chief Executive Officer & President*

Email: [mbraun@FedNat.com](mailto:mbraun@FedNat.com)

Phone: 954-308-1322

### Peter Prygelski,

*Chief Financial Officer & Treasurer*

Email: [pprygelski@FedNat.com](mailto:pprygelski@FedNat.com)

Phone: 954-308-1252



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