

PROASSURANCE CORP  
Form 8-K  
July 18, 2017

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): July 18, 2017  
ProAssurance Corporation  
(Exact name of registrant as specified in its charter)

Delaware                      001-16533                      63-1261433  
(State of Incorporation) (Commission File No.) (IRS Employer I.D. No.)

100 Brookwood Place, Birmingham, Alabama 35209  
(Address of Principal Executive Office )              (Zip code)

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 Securities Act (17 CFR 240.14a-12)
- ..Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
- ..Pre-commencement communications pursuant to Rule 13e-(c) under the Exchange Act (17CFR 240.13e-(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ..

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ..

Item 7.01 REGULATION FD DISCLOSURE

On July 18, 2017 we issued a news release highlighting ProAssurance's recognition as a member of the Ward's 50 for 2017. This marks the eleventh straight year ProAssurance has been included on the list, which selects the top performing property/casualty insurance companies in the US from a potential list of nearly 2,900 candidates. We are providing a copy of the release as an exhibit in this Current Report on Form 8K.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

99.1 News Release issued on July 18, 2017, announcing ProAssurance's selection as a member of the Ward's 50 for 2017.

We are furnishing Exhibit 99.1 to this Current Report on Form 8-K in accordance with Item 7.01, Regulation FD Disclosure. This exhibit shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

SIGNATURE

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.

Date: July 18, 2017

PROASSURANCE CORPORATION

by: /s/ Frank B. O'Neil  
Frank B. O'Neil  
Senior Vice-President

2

In rendering his opinion, Mr. Bangs relied on the opinion of Cleary Gottlieb Steen & Hamilton LLP with respect to matters of New York law.

**Table of Contents**

**EXPERTS**



## Edgar Filing: PROASSURANCE CORP - Form 8-K

The consolidated financial statements of Neiman Marcus, Inc. appearing in Neiman Marcus, Inc.'s Annual Report (Form 10-K) for the year ended August 1, 2009 (including the schedule appearing therein), and the effectiveness of Neiman Marcus, Inc.'s internal control over financial reporting as of August 1, 2009, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

### **INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**



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We have incorporated by reference into this prospectus certain information that our Parent files with the SEC. This means that we can disclose important business, financial and other information in the prospectus by referring you to the documents containing this information. All information incorporated by reference is deemed to be part of this prospectus, unless and until that information is updated and superseded by the information contained in this prospectus or any information filed with the SEC and incorporated later. Information which is furnished but not filed with the SEC shall not be incorporated by reference into this prospectus.

We incorporate by reference our Parent's Annual Report on Form 10-K for the fiscal year ended August 1, 2009, as filed with the SEC on October 20, 2009. We will provide without charge to each person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon the written or oral request of such person, a copy of our Parent's Annual Report on Form 10-K and our Parent's Current Reports on Form 8-K. Requests should be directed to:

Nelson A. Bangs, Esq.  
The Neiman Marcus Group, Inc.  
One Marcus Square, 1618 Main Street  
Dallas, Texas 75201  
Telephone: (214) 741 6911

The documents listed above which have been incorporated into this prospectus are also available through our website at <http://www.neimanmarcusgroup.com>. The information found on our website is not incorporated into or part of this prospectus.



**Table of Contents**

**The Neiman Marcus Group, Inc.**



**7.125% Senior Debentures due 2028**

**PROSPECTUS**



, 2009





Table of Contents

**PART II**



**INFORMATION NOT REQUIRED IN PROSPECTUS**



**Item 13. Other Expenses of Issuance and Distribution.**



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The estimated expenses incurred or expected to be incurred in connection with this registration statement and the transactions contemplated hereby, all of which will be borne by us, are as follows:

Printing expenses	\$	75,000
Legal fees		175,000
Accounting fees		80,000
Miscellaneous		20,000
Total	\$	350,000

**Item 14. Indemnification of Directors and Officers.**





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The following is a summary of the statutes, charter and bylaw provisions or other arrangements under which the Registrants' directors and officers are insured or indemnified against liability in their capacities as such. All of the directors and officers of the Registrants are covered by insurance policies maintained and held in effect by Neiman Marcus, Inc. against certain liabilities for actions taken in their capacities as such, including liabilities under the Securities Act.

Neiman Marcus, Inc. and The Neiman Marcus Group, Inc. are organized under the laws of the State of Delaware. Section 145 of the General Corporation Law of the State of Delaware (the "Delaware Statute") provides that a Delaware corporation may indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), other than an action by or in the right of such corporation, by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise (an "indemnified capacity"). The indemnity may include expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal. Similar provisions apply to actions brought by or in the right of the corporation, except that no indemnification shall be made without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director has actually and reasonably incurred. Section 145 of the Delaware Statute further authorizes a corporation to purchase and maintain insurance on behalf of any indemnified person against any liability asserted against him and incurred by him in any indemnified capacity, or arising out of his status as such, regardless

Table of Contents

of whether the corporation would otherwise have the power to indemnify him under the Delaware Statute.

The amended and restated certificate of incorporation of Neiman Marcus, Inc. provides that the company shall, to the full extent permitted by the Delaware statute, indemnify all persons whom it may indemnify pursuant thereto.

The bylaws of The Neiman Marcus Group, Inc. provide for indemnification of any director or officer to the fullest extent permitted by law, as long as he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the company and, with respect to any criminal action, had no reason to believe his or her conduct was unlawful. In addition, for actions by or in the right of the corporation, no indemnification shall be made where the director or officer has been adjudged to be liable to the company, unless and only to the extent that the court in which the action was brought determines that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity. In all cases, unless indemnification is ordered by a court, determination that indemnification is properly authorized under the bylaws shall be made by the shareholders, or a majority vote of the directors not party to the action or of the members of a committee of the board not party to the action, or by independent legal counsel by written legal opinion. Finally, the bylaws also provide that the company may purchase or maintain insurance on behalf of a current or former director, officer, employee or agent against any liability asserted against him or incurred by him in any such capacity, whether or not the company would have the power or the obligation to indemnify him against such liability.

**Item 15. Recent Sales of Unregistered Securities.**



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Since July 28, 2004, the registrants have issued and sold the following securities without registration under the Securities Act.

- Since April 29, 2005, Neiman Marcus, Inc. (formerly known as Newton Acquisition, Inc.) ( Parent ) has issued an aggregate of 1,000,000 shares of common stock to Newton Holding, LLC ( Holding ) in exchange for aggregate capital contributions of \$1,420,000,900 and Newton Acquisition Merger Sub, Inc. (subsequently merged with and into The Neiman Marcus Group, Inc.) ( Merger Sub ) has issued 900 shares of common stock to Parent in exchange for a capital contribution of \$900. The shares were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act.
- On September 28, 2005, Merger Sub sold \$700,000,000 aggregate principal amount of senior notes and \$500,000,000 aggregate principal amount of senior subordinated notes to Credit Suisse Securities (USA) LLC (formerly known as Credit Suisse First Boston LLC), Deutsche Bank Securities, Inc., Banc of America Securities LLC, and Goldman, Sachs & Co. (the Initial Purchasers ) for aggregate consideration of \$1,171,750,000, representing an aggregate underwriting discount of \$28,250,000 from the aggregate offering price of \$1,200,000,000 at which the Initial Purchasers subsequently resold the notes to investors. The sale to the Initial Purchasers was made in reliance on the exemption from registration set forth in Section 4(2) of the

Table of Contents

Securities Act. The Initial Purchasers resold the notes (i) to qualified institutional buyers in compliance with Rule 144A under the Securities Act and (ii) outside the United States to non-U.S. persons in offshore transactions in compliance with Regulation S under the Securities Act.

- On October 5, 2005, Merger Sub issued, in the aggregate, 100 redeemable shares of Series A Preferred Stock to the equity owners of Parent and one of their affiliates in exchange for an unsecured promissory note in the principal amount of \$150 million (subject to adjustment under specified circumstances). The shares were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act. On October 6, 2005, the Merger Sub redeemed the shares of Series A Preferred Stock and cancelled the promissory note.
- On October 6, 2005, Parent issued an aggregate of 12,263.83 shares of common stock to certain members of management of The Neiman Marcus Group, Inc. in exchange for \$7,739,030 in cash and \$9,982,200 of common stock of The Neiman Marcus Group. The shares of Parent common stock were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act.
- On October 6, 2005, Parent issued to Mr. Burton Tansky 7,283.1603 options to purchase shares of common stock of Parent in exchange for options to purchase shares of The Neiman Marcus Group with an aggregate value of \$7,908,125. The shares of Parent common stock were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act.
- On April 1, 2007, Burton M. Tansky gifted 928 shares of common stock owned by him to the Tansky Family 2007 Children and Grandchildren Trusts. The shares of Parent common stock were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act and the certificate representing the securities issued in this transaction included appropriate legends setting forth that the securities had not been offered or sold pursuant to a registration statement and describing the applicable restrictions on transfer of the securities.
- On May 10, 2007, Burton M. Tansky exercised options to purchase 578 shares of common stock of Parent at an exercise price of \$1,971.94 per share and gifted the shares to the Tansky Family 2007 Children and Grandchildren Trusts. The shares of Parent common stock were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act and the certificate representing the securities issued in this transaction included appropriate legends setting forth that the securities had not been offered or sold pursuant to a registration statement and describing the applicable restrictions on transfer of the securities.
- On January 21, 2008, Karen W. Katz gifted 944 shares of common stock owned by her to the Katz 2008 Irrevocable Trust. The shares of Parent common stock were issued in reliance on the exemption from registration set forth in Section 4(2) of the Securities Act and the certificate representing the securities issued in this transaction included appropriate legends setting forth that the securities had not been offered or

Table of Contents

sold pursuant to a registration statement and describing the applicable restrictions on transfer of the securities.

**Item 16. Exhibits and Financial Statement Schedule.**





(a) Exhibits

A list of exhibits filed with this Post-Effective Amendment No. 6 to the registration statement on Form S-1 is set forth on the Exhibit Index and is incorporated in this Item 16(a) by reference.

(b) Financial Statement Schedule

Schedule II Valuation and Qualifying Accounts and Reserves included in our Parent's Annual Report on Form 10-K for the fiscal year ended August 1, 2009 incorporated by reference in this prospectus.

**Item 17. Undertakings.**



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Each of the undersigned registrants hereby undertakes as follows:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (A) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933.
  - (B) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.
  - (C) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
- (2) That, for the purpose of determining liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Table of Contents

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the exchange offer.

(4) that, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, if the registrants are subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use; and

(5) that, for the purpose of determining liability of the registrants under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrants undertake that in a primary offering of securities of the undersigned registrants pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrants will be sellers to the purchaser and will be considered to offer or sell such securities to such purchaser:

(A) Any preliminary prospectus or prospectus of the undersigned registrants relating to the offering required to be filed pursuant to Rule 424;

(B) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrants or used or referred to by the undersigned registrants;

(C) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrants or their securities provided by or on behalf of the undersigned registrants; and

(D) Any other communication that is an offer in the offering made by the undersigned registrants to the purchaser.

(6) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrants pursuant to the provisions described under Item 20 or otherwise, the registrants have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrants of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrants will, unless in the opinion of counsel the matter has been settled by controlling precedent, submit to a court of



Table of Contents

appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Table of Contents

**SIGNATURES**





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Pursuant to the requirements of the Securities Act of 1933, The Neiman Marcus Group, Inc. has duly caused this Post-Effective Amendment No. 6 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on the 20th day of October, 2009.

THE NEIMAN MARCUS GROUP, INC.

By: */s/ NELSON A. BANGS*  
Nelson A. Bangs  
*Senior Vice President*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 6 to the Registration Statement and power of attorney have been signed by the following persons in the capacities indicated on the 20th day of October, 2009.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
* Burton M. Tansky	President, Chief Executive Officer and Director	October 20, 2009
* James E. Skinner	Executive Vice President and Chief Financial Officer	October 20, 2009
* T. Dale Stapleton	Vice President and Controller	October 20, 2009
* David A. Barr	Director	October 20, 2009
* Jonathan Coslet	Director	October 20, 2009
* James G. Coulter	Director	October 20, 2009
* John G. Danhaki	Director	October 20, 2009
* Sidney Lapidus	Director	October 20, 2009
* Kewsong Lee	Director	October 20, 2009
* Carrie Wheeler	Director	October 20, 2009

\*By: */s/ NELSON A. BANGS*  
Nelson A. Bangs, as  
attorney-in-fact

**Table of Contents**

**SIGNATURES**



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NEIMAN MARCUS, INC.

By: */s/ NELSON A. BANGS*  
Nelson A. Bangs  
*Senior Vice President*

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<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
* Burton M. Tansky	President, Chief Executive Officer and Director	October 20, 2009
* James E. Skinner	Executive Vice President and Chief Financial Officer	October 20, 2009
* T. Dale Stapleton	Vice President and Controller	October 20, 2009
* David A. Barr	Director	October 20, 2009
* Jonathan Coslet	Director	October 20, 2009
* James G. Coulter	Director	October 20, 2009
* John G. Danhaki	Director	October 20, 2009
* Sidney Lapidus	Director	October 20, 2009
* Kewsong Lee	Director	October 20, 2009
* Carrie Wheeler	Director	October 20, 2009

\*By: */s/ NELSON A. BANGS*  
Nelson A. Bangs, as  
attorney-in-fact

Table of Contents

**EXHIBIT INDEX**

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Exhibit No.	Exhibit
2.1	Agreement and Plan of Merger, dated May 1, 2005, among The Neiman Marcus Group, Inc., Newton Acquisition, Inc., and Newton Merger Sub, Inc., incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated May 4, 2005.
2.2	Purchase, Sale and Servicing Transfer Agreement dated as of June 8, 2005, among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A. and HSBC Finance Corporation, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated June 8, 2005.
3.1	Amended and Restated Certificate of Incorporation of The Neiman Marcus Group, Inc., incorporated herein by reference to The Neiman Marcus Group Inc. s Registration Statement on Form S-1 (Registration No. 333-136297) dated April 20, 2006.
3.2	Amended and Restated Bylaws of The Neiman Marcus Group, Inc., incorporated herein by reference to The Neiman Marcus Group Inc. s Current Report on Form 8-K dated October 12, 2005.
3.3	Amended and Restated Certificate of Incorporation of Neiman Marcus, Inc., incorporated herein by reference to The Neiman Marcus Group, Inc. s Registration Statement on Form S-1 (Registration No. 333-133184) dated April 10, 2006.
3.4	Amended and Restated By-Laws of Neiman Marcus, Inc., incorporated herein by reference to The Neiman Marcus Group, Inc. s Registration Statement on Form S-1 (Registration No. 333-133184) dated April 10, 2006.
4.1	Indenture, dated as of May 27, 1998, between The Neiman Marcus Group, Inc. and The Bank of New York, as trustee, incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended August 1, 2009.
4.2	Form of 7.125% Senior Notes Due 2028, dated May 27, 1998, incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended August 1, 2009.
4.3	Senior Indenture dated as of October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., the

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### Table of Contents

- Subsidiary Guarantors, and Wells Fargo Bank, National Association, trustee, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 4.4 Senior Subordinated Indenture dated as of October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., the Subsidiary Guarantors, and Wells Fargo Bank, National Association, trustee, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 4.5 Form of 9%<sup>9</sup> 3/4% Senior Notes due 2015, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 4.6 Form of 10 3/8% Senior Subordinated Notes due 2015, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 4.7 Registration Rights Agreement dated October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., the Subsidiary Guarantors, The Neiman Marcus Group, Inc., and the Initial Purchasers, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 4.8 First Supplemental Indenture, dated as of July 11, 2006, to the Indenture, dated as of May 27, 1998, among The Neiman Marcus Group, Inc., Neiman Marcus, Inc., and The Bank of New York Trust Company, N.A., as successor trustee, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated July 11, 2006.
- 4.9 Second Supplemental Indenture, dated as of August 14, 2006, to the Indenture, dated as of May 27, 1998, among The Neiman Marcus Group, Inc., Neiman Marcus, Inc., and The Bank of New York Trust Company, N.A., as successor trustee, incorporated herein by reference to the Company s Current Report on Form 8-K dated August 15, 2006.
- 5.1 Opinion of Nelson A. Bangs, Esq. (1)
- 5.2 Opinion of Cleary Gottlieb Steen and Hamilton LLP. (1)
- 10.1 Employment Agreement dated as of October 6, 2005 by and among The Neiman Marcus Group, Inc., Newton Acquisition Merger Sub, Inc., Newton Acquisition, Inc., and Burton M. Tansky, incorporated



Table of Contents

herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009.

- 10.2 First Amendment to Employment Agreement by and between The Neiman Marcus Group, Inc., a Delaware corporation, Neiman Marcus, Inc., a Delaware corporation, and Burton M. Tansky effective December 21, 2007 incorporated herein by reference to Neiman Marcus, Inc.'s Current Report on Form 8-K dated December 21, 2007.
- 10.3 Second Amendment to Employment Agreement by and between The Neiman Marcus Group, Inc., a Delaware corporation, Neiman Marcus, Inc., a Delaware corporation, and Burton M. Tansky effective January 1, 2009 incorporated herein by reference to Neiman Marcus, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.4 Rollover Agreement dated as of October 4, 2005 by and among The Neiman Marcus Group, Inc., Newton Acquisition, Inc., and Burton M. Tansky, incorporated herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009.
- 10.5 Amendment to Letter Agreement effective as of January 1, 2009 by and between Neiman Marcus, Inc., a Delaware corporation, and Burton M. Tansky incorporated herein by reference to Neiman Marcus, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.6 Form of Rollover Agreement by and among The Neiman Marcus Group, Inc., Newton Acquisition, Inc. and certain members of management, incorporated herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009.
- 10.7 Amended and Restated Credit Agreement dated as of July 15, 2009, among The Neiman Marcus Group, Inc., the Company, the other borrowers and guarantors named therein, Bank of America, N.A., as administrative agent and co-collateral agent, Wells Fargo Retail Finance, LLC as co-collateral agent, Banc of America Securities LLC, Wells Fargo Retail Finance, LLC, J.P. Morgan Securities Inc. and Regions Business Capital Corporation as joint lead arrangers and joint bookrunners, Wells Fargo Retail Finance, LLC as syndication agent, JPMorgan Chase Bank, N.A. and Regions Bank as co-documentation agents and the lenders thereunder, incorporated herein by reference to Neiman Marcus, Inc.'s Current Report on Form 8-K dated July 16, 2009.

Table of Contents

- 10.8 Credit Agreement dated as of October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., The Neiman Marcus Group, Inc., the Subsidiary Guarantors, Credit Suisse, as administrative agent and collateral agent, Credit Suisse and Deutsche Bank Securities Inc. as joint lead arrangers, Banc of America Securities LLC and Goldman Sachs Credit Partners L.P. as co-arrangers, Credit Suisse, Deutsche Bank Securities Inc., Banc of America Securities LLC and Goldman Sachs Credit Partners L.P. as joint bookrunners, Deutsche Bank Securities Inc., Banc of America Securities LLC and Goldman Sachs Credit Partners L.P. as co-syndication agents and the lenders thereunder, incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended August 1, 2009. (4)
- 10.9 Amended and Restated Pledge and Security Agreement dated as of July 15, 2009 by and among The Neiman Marcus Group, Inc., the Company, subsidiaries named therein and Bank of America, N.A., as administrative agent and co-collateral agent, incorporated herein by reference to Neiman Marcus, Inc. s Current Report on Form 8-K dated July 16, 2009.
- 10.10 Substitution of Agent and Joinder Agreement, dated as of July 15, 2009, among Deutsche Bank Trust Company Americas, Credit Suisse and Bank of America, N.A., incorporated herein by reference to Neiman Marcus, Inc. s Current Report on Form 8-K dated July 16, 2009.
- 10.11 Pledge and Security and Intercreditor Agreement dated as of October 6, 2005, among Newton Acquisition Merger Sub, Inc., The Neiman Marcus Group, Inc., Newton Acquisition, Inc., the Subsidiary Guarantors and Credit Suisse, as administrative agent and collateral agent, incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended August 1, 2009.
- 10.12 Lien Subordination and Intercreditor Agreement dated as of October 6, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc., the Subsidiary Guarantors, Deutsche Bank Trust Company Americas, as revolving facility agent, and Credit Suisse, as term loan agent, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 10.13 Form of First Priority Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement from The Neiman Marcus Group, Inc. to Credit Suisse, incorporated herein by

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### Table of Contents

- reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 10.14 Form of First Priority Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement from The Neiman Marcus Group, Inc. to Credit Suisse, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 10.15 Form of Second Priority Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement from The Neiman Marcus Group, Inc. to Deutsche Bank Trust Company Americas, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 10.16 Form of Second Priority Leasehold Mortgage, Assignment of Lease and Rents, Security Agreement and Financing Statement from The Neiman Marcus Group, Inc. to Deutsche Bank Trust Company Americas, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 10.17 Amendment No. 1 dated as of October 6, 2005 to the Credit Agreement dated as of October 6, 2005 among The Neiman Marcus Group, Inc., Newton Acquisition, Inc., each subsidiary of The Neiman Marcus Group, Inc. from time to time party thereto, the Lenders thereunder, and Credit Suisse, as administrative agent and as collateral agent for the Lenders, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated October 12, 2005.
- 10.18 Newton Acquisition, Inc. Management Equity Incentive Plan, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated December 5, 2005.
- 10.19 Amendment to the Newton Acquisition, Inc. Management Equity Incentive Plan effective as of January 1, 2009 incorporated herein by reference to Neiman Marcus, Inc. s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.20 Stock Option Grant Agreement made as of November 29, 2005 between Newton Acquisition, Inc. and Burton M. Tansky, incorporated herein by reference to The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated December 5, 2005.
- 10.21 Amendment to the Stock Option Grant Agreement effective as of January 1, 2009 by and between Neiman Marcus, Inc., a Delaware corporation, and Burton M. Tansky incorporated herein by

Table of Contents

reference to Neiman Marcus, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.

- 10.22 Form of Stock Option Grant Agreement made as of November 29, 2005 between Newton Acquisition, Inc. and certain eligible key employees, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated December 5, 2005.
- 10.23 Amendment to the Form of Stock Option Grant Agreement effective as of January 1, 2009 by and between Neiman Marcus, Inc., a Delaware corporation, and certain eligible key employees incorporated herein by reference to Neiman Marcus, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.24 Amendment No. 2 dated as of January 26, 2006 to the Credit Agreement dated as of October 6, 2005, as amended, among The Neiman Marcus Group, Inc., Newton Acquisition, Inc., each subsidiary of The Neiman Marcus Group, Inc. from time to time party thereto, the Lenders thereunder and Credit Suisse, as administrative agent and collateral agent for the Lenders, incorporated by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated January 30, 2006.
- 10.25 Employment Agreement between The Neiman Marcus Group, Inc. and Karen Katz, dated February 1, 2006, effective as of October 6, 2005, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated February 1, 2006.
- 10.26 Amendment to Employment Agreement effective as of January 1, 2009 by and between The Neiman Marcus Group, Inc., a Delaware corporation, and Karen Katz incorporated herein by reference to Neiman Marcus, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.27 Management Services Agreement, dated as of October 6, 2005 among Newton Acquisition Merger Sub, Inc., Newton Acquisition, Inc., TPG GenPar IV, L.P., TPG GenPar III, L.P. and Warburg Pincus LLC incorporated herein by reference to The Neiman Marcus Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 28, 2006.
- 10.28 Registration Rights Agreement, dated as of October 6, 2005, among Newton Acquisition Merger Sub, Inc., Newton Acquisition, Inc., Newton Holding, LLC and the Holders identified therein as

Table of Contents

parties thereto incorporated herein by reference to The Neiman Marcus Group, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 28, 2006.

- 10.29 Amendment No. 1, dated as of March 28, 2006, to the Pledge and Security Intercreditor Agreement dated as of October 6, 2005, among Neiman Marcus, Inc., The Neiman Marcus Group, Inc., the Subsidiaries party thereto and Credit Suisse, as administrative agent and collateral agent, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Current Report on Form 8-K dated March 29, 2006.
- 10.30 Credit Card Program Agreement, dated as of June 8, 2005, by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A. and Household Corporation, incorporated herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009. (4)
- 10.31 Servicing Agreement, by and between The Neiman Marcus Group, Inc. and HSBC Bank Nevada, N.A., incorporated herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009. (4)
- 10.32 Confidentiality, Non-Competition and Termination Benefits Agreement between Bergdorf Goodman, Inc. and James J. Gold dated May 3, 2004, incorporated herein by reference to The Neiman Marcus Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended July 31, 2004.
- 10.33 Amendment to the Confidentiality, Non-Competition and Termination Benefits Agreement effective as of January 1, 2009 by and between Bergdorf Goodman, Inc., a New York corporation and wholly owned subsidiary of The Neiman Marcus Group, Inc. and James J. Gold incorporated herein by reference to Neiman Marcus, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.34 Form of Amendment to the Confidentiality, Non-Competition and Termination Benefits Agreement effective as of January 1, 2009 by and between The Neiman Marcus Group, Inc., a Delaware corporation, and certain eligible key employees incorporated herein by reference to Neiman Marcus, Inc.'s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.35 Stockholder Agreement, dated as of May 1, 2005, among Newton Acquisition, Inc., Newton Acquisition Merger Sub, Inc. and the other parties signatory thereto, incorporated herein by reference to

Table of Contents

The Neiman Marcus Group, Inc. s Current Report on Form 8-K dated May 4, 2005.

- 10.36 Neiman Marcus, Inc. Cash Incentive Plan amended as of January 21, 2008 incorporated herein by reference to Neiman Marcus, Inc. s Quarterly Report on Form 10-Q for the quarter ended April 26, 2008.
- 10.37 Management Stockholders Agreement dated as of October 6, 2005 between Newton Acquisition, Inc., Newton Holding, LLC, TPG Newton III, LLC, TPG Partners IV, L.P., TPG Newton Co-Invest I, LLC, Warburg Pincus Private Equity VIII, L.P., Warburg Pincus Netherlands Private Equity VIII C.V. I, Warburg Pincus Germany Private Equity VIII K.G , Warburg Pincus Private Equity IX, L.P., and the other parties signatory thereto, incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended July 29, 2006.
- 10.38 Amendment to the Management Stockholders Agreement effective as of January 1, 2009 by and between Neiman Marcus, Inc., a Delaware corporation, Newton Holding, LLC, TPG Newton III, LLC, TPG Partners IV, L.P., TPG Newton Co-Invest I, LLC, Warburg Pincus Private Equity VIII, L.P., Warburg Pincus Netherlands Private Equity VIII C.V. I, Warburg Pincus Germany Private Equity VIII K.G., Warburg Pincus Private Equity IX, L.P., and the other parties signatory thereto incorporated herein by reference to Neiman Marcus, Inc. s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.39 The Neiman Marcus Group, Inc. Key Employee Deferred Compensation Plan, as amended and restated effective January 1, 2008, incorporated herein by reference to the Neiman Marcus, Inc. s Quarterly Report on Form 10-Q for the quarter ended April 26, 2008.
- 10.40 Amendment No. 1 effective as of January 1, 2009 to The Neiman Marcus Group, Inc. Key Employee Deferred Compensation Plan incorporated herein by reference to Neiman Marcus, Inc. s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.41 Amendment No. 3 dated as of October 12, 2006 to the Credit Agreement dated as of October 6, 2005 among The Neiman Marcus Group, Inc., Neiman Marcus, Inc., each subsidiary of The Neiman Marcus Group, Inc. from time to time party thereto, the Lenders thereunder and Credit Suisse, as administrative agent and collateral agent for the Lenders, incorporated by reference to Neiman Marcus,

Table of Contents

- Inc. s Current Report on Form 8-K dated October 17, 2006.
- 10.42 Amendment No. 4 dated as of February 8, 2007 to the Credit Agreement dated as of October 6, 2005, as amended, among The Neiman Marcus Group, Inc., Neiman Marcus, Inc., each subsidiary of The Neiman Marcus Group, Inc. from time to time party thereto, the lenders thereunder, and Credit Suisse, as administrative agent and collateral agent for the lenders incorporated herein by reference to Neiman Marcus, Inc. s Current Report on Form 8-K dated February 14, 2007.
- 10.43 The Neiman Marcus Group, Inc. Supplemental Executive Retirement Plan as amended through January 1, 2009, incorporated herein by reference to Neiman Marcus, Inc. s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.44 The Neiman Marcus Group, Inc. Defined Contribution Supplemental Executive Retirement Plan, amended and restated effective as of January 1, 2008, incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended August 2, 2008.
- 10.45 Amendment No. 1 effective January 1, 2009 to the Amended and Restated Neiman Marcus Group, Inc. Defined Contribution Supplemental Executive Retirement Plan incorporated herein by reference to Neiman Marcus, Inc. s Quarterly Report on Form 10-Q for the quarter ended January 31, 2009.
- 10.46 First Amendment to Credit Card Program Agreement dated as of April 30, 2006 by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A., and Household Corporation incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended August 1, 2009. (4)
- 10.47 Second Amendment to Credit Card Program Agreement dated as of June 28, 2006 by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A. and Household Corporation incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended August 1, 2009. (4)
- 10.48 Third Amendment to Credit Card Program Agreement dated as of August 1, 2006 by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A. and Household Corporation incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year

Table of Contents

ended August 1, 2009. (4)

- 10.49 Fourth Amendment to Credit Card Program Agreement dated as of April 3, 2007 by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A., and HSBC Private Label Corporation incorporated herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009. (4)
- 10.50 Fifth Amendment to Credit Card Program Agreement dated as of March 13, 2007 by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A., and HSBC Private Label Corporation incorporated herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009.
- 10.51 Sixth Amendment to Credit Card Program Agreement dated as of July 17, 2007 by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A., and HSBC Private Label Corporation incorporated herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009. (4)
- 10.52 Seventh Amendment to Credit Card Program Agreement dated as of April 21, 2008 by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Private Label Corporation, and HSBC Bank Nevada, N.A. incorporated herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009. (4)
- 10.53 Eighth Amendment to Credit Card Program Agreement dated as of October 17, 2008 by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A., and HSBC Private Label Corporation incorporated herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009. (4)
- 10.54 Ninth Amendment to Credit Card Program Agreement dated as of December 3, 2008 by and among The Neiman Marcus Group, Inc., Bergdorf Goodman, Inc., HSBC Bank Nevada, N.A., and HSBC Private Label Corporation incorporated herein by reference to Neiman Marcus, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 1, 2009. (4)
- 10.55 Form of First Amendment to Second Priority Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement from The Neiman Marcus Group, Inc. to Bank



Table of Contents

of America, N.A. incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended August 1, 2009.

- 12.1 Computation of Ratio of Earnings to Fixed Charges, incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended August 1, 2009.
- 21.1 Subsidiaries of Neiman Marcus, Inc., incorporated herein by reference to Neiman Marcus, Inc. s Annual Report on Form 10-K for the fiscal year ended August 1, 2009.
- 23.1 Consent of Ernst & Young LLP.(2)
- 23.3 Consent of Nelson A. Bangs, Esq. (included in Exhibit 5.1 hereto). (1)
- 23.4 Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.2 hereto). (1)
- 24.1 Powers of Attorney. (1)
- 25.1 Form T-1 statement of eligibility under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as trustee.(3)

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- (1) Previously filed
  - (2) Filed herewith
  - (3) Filed with The Neiman Marcus Group, Inc. s Registration Statement on Form S-3 (Registration No. 333-49893) dated April 10, 1998.
  - (4) Portions of these exhibits were omitted pursuant to a request for confidential treatment.