

NAVIGATORS GROUP INC  
Form DEFA14A  
April 12, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

The Navigators Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) **Aggregate number of securities to which transaction applies:**

(3) **Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):**

(4) **Proposed maximum aggregate value of transaction:**

(5) **Total fee paid:**

**Fee paid previously with preliminary materials.**

**Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

(1) **Amount Previously Paid:**

(2) **Form, Schedule or Registration Statement No.:**

(3) **Filing Party:**

(4) **Date Filed:**

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 23, 2013**

***THE NAVIGATORS GROUP, INC.***

*THE NAVIGATORS GROUP, INC.*

*6 INTERNATIONAL DRIVE*

*RYE BROOK, NY 10573*

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 27, 2013

**Date:** May 23, 2013

**Time:** 10:00 AM EDT

**Location:** Office of the Company

Reckson Executive Park

6 International Drive

Rye Brook, NY 10573

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.



**Voting items**

**The Board of Directors recommends you vote**

**FOR the following:**

**1. Election of Directors**

**Nominees**

01 Saul L. Basch	02 H.J. Mervyn Blakeney	03 Terence N. Deeks	04 Stanley A. Galanski	05 Geoffrey E. Johnson
06 John F. Kirby	07 Robert V. Mendelsohn	08 David M. Platter	09 Janice C. Tomlinson	10 Marc M. Tract

**The Board of Directors recommends you vote FOR proposals 2, 3, 4 and 5.**

- 2** Pass an advisory resolution on executive compensation.
- 3** Approve The Navigators Group, Inc. Second Amended and Restated 2005 Stock Incentive Plan.
- 4** Approve Amendment No. 1 to The Navigators Group, Inc. Employee Stock Purchase Plan.
- 5** Ratify the appointment of KPMG LLP as the independent auditors of the Company to examine and report on the December 31, 2013 financial statements.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

