

ALLEGHANY CORP /DE  
Form 8-K/A  
July 10, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**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 28, 2017

**ALLEGHANY CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-9371  
(Commission File Number)

51-0283071  
(IRS Employer  
Identification No.)

1411 Broadway, 34<sup>th</sup> Floor, New York, New York  
(Address of principal executive offices)

10018  
(Zip Code)

Registrant's telephone number, including area code: (212) 752-1356

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.07 Submission of Matters to a Vote of Security Holders.**

This Current Report on Form 8-K/A updates information provided in a Current Report on Form 8-K filed by Alleghany Corporation ( Alleghany ) on May 1, 2017 (the Original 8-K ). The Original 8-K reported the results of matters submitted to a vote at Alleghany s Annual Meeting of Stockholders held on April 28, 2017 (the Annual Meeting ), including a non-binding advisory vote on the frequency of future stockholder advisory votes on Alleghany executive compensation.

At its meeting on June 20, 2017, the Board of Directors (the Board ) of Alleghany determined to hold future non-binding stockholder advisory votes on Alleghany executive compensation on an annual basis. Such Board determination is consistent with the recommendation of the Board and the preference of Alleghany stockholders, as represented by their votes at the Annual Meeting. The Board s determination in this regard will remain in effect until the Board decides to hold the next stockholder advisory vote on the frequency of advisory stockholder votes on Alleghany s executive compensation, which shall be no later than the Annual Meeting of Stockholders in 2023.

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.

ALLEGHANY CORPORATION

Date: July 10, 2017

By: /s/ John L. Sennott, Jr.  
Name: John L. Sennott, Jr.  
Title: Senior Vice President and chief  
financial officer