

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Homeowners Choice, Inc.

CIK: **1400810** | IRS No.: **000000000** | State of Incorporation: **FL** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-34126** | Film No.: **13520671**
SIC: **6331** Fire, marine & casualty insurance

Mailing Address
5300 WEST CYPRESS
STREET
TAMPA FL 33607

Business Address
5300 WEST CYPRESS
STREET
TAMPA FL 33607
813 405 3600

**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 (Date of earliest event reported): January 9, 2013

HOMEOWNERS CHOICE, INC.

(Exact name of registrant as specified in its charter)

Florida
**(State or other jurisdiction
of incorporation)**

001-34126
**(Commission
File Number)**

20-5961396
**(IRS Employer
Identification No.)**

5300 West Cypress Street, Suite 100
Tampa, Florida 33607
(Address of principal executive offices, including zip code)

(813) 405-3600
(Registrant' s telephone number, including area 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 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))
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Item 8.01. Other Events.

On December 3, 2012, Homeowners Choice, Inc. (the “Company”) filed with the Securities and Exchange Commission (the “Commission”) a shelf registration statement on Form S-3 (Registration No. 333-185228), which was amended on December 10, 2012 and December 18, 2012 (the “Registration Statement”). The Registration Statement was supplemented by a Preliminary Prospectus Supplement, which was filed by the Company with the Commission on January 9, 2013 and relates to the offering by the Company of Senior Notes due 2020 (“Notes”). The press release issued by the Company on January 9, 2013 announcing its offering of Notes is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Also attached is Exhibit 25.1 (Statement of Eligibility and Qualification of Trustee (The Bank of New York Mellon Trust Company, N.A.) on Form T-1) to the Registration Statement. Exhibit 25.1 is hereby incorporated into the Registration Statement by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit**Number****Description**

25.1	Statement of Eligibility and Qualification of Trustee (The Bank of New York Mellon Trust Company, N.A.) on Form T-1.
99.1	Press Release, dated January 9, 2013, announcing an offering of senior notes.

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: January 9, 2013

HOMEOWNERS CHOICE, INC.

By: /s/ Richard R. Allen

Name: Richard R. Allen

Title: Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

95-3571558
(I.R.S. employer
identification no.)

**400 South Hope Street
Suite 400
Los Angeles, California**
(Address of principal executive offices)

90071
(Zip code)

HOMEOWNERS CHOICE, INC.

(Exact name of obligor as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

20-5961396
(I.R.S. employer
identification no.)

**5300 West Cypress Street, Suite 100
Tampa, Florida**
(Address of principal executive offices)

33607
(Zip code)

Senior Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

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4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
 6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Los Angeles, and State of California, on the 7th day of January, 2013.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.

By: /s/ Melonee Young

Name: Melonee Young

Title: Vice President

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Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 400 South Hope Street, Suite 400, Los Angeles, CA 90071

At the close of business September 30, 2012, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	752
Interest-bearing balances	384
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	664,282
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	66,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	6,314
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	166,282
Other assets	127,866
Total assets	<u>\$1,888,693</u>

<u>LIABILITIES</u>	
Deposits:	
In domestic offices	535
Noninterest-bearing	535
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	0
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	230,606
Total liabilities	231,141
Not applicable	
<u>EQUITY CAPITAL</u>	
Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not available	
Retained earnings	530,026
Accumulated other comprehensive income	5,006
Other equity capital components	0
Not available	
Total bank equity capital	1,657,552
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	1,657,552
Total liabilities and equity capital	<u>1,888,693</u>

I, Cherisse Waligura, CFO of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Cherisse Waligura) CFO

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Troy Kilpatrick, President)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, MD)



Homeowners Choice Announces Senior Notes Offering

TAMPA, Fla., Jan. 9, 2013 - Homeowners Choice, Inc. (NYSE: HCI), a Florida-based insurance holding company, today announced the commencement of an underwritten public offering of its senior unsecured notes. Homeowners Choice intends to use the net proceeds from this offering for working capital and general corporate purposes.

Sterne, Agee & Leach, Inc. is acting as sole book-running manager for the offering. Wunderlich Securities, Inc. and Incapital LLC are serving as co-lead managers and JMP Securities LLC, Gilford Securities Incorporated, J.J.B. Hilliard, W.L. Lyons, LLC, and Maxim Group LLC are acting as co-managers for the offering.

The offering will be made pursuant to an effective shelf registration statement that has been filed with the Securities and Exchange Commission. A preliminary prospectus supplement and the accompanying base prospectus related to the offering have been filed with the Securities and Exchange Commission and are available on the SEC's website at www.sec.gov. Copies of the preliminary prospectus supplement and the accompanying prospectus may also be obtained from Sterne, Agee & Leach, Inc., 277 Park Avenue, 24th Floor, New York, NY 10172, by calling (212) 338-4708, sending a request via facsimile at (205) 414-6373 or by email at syndicate@sterneagee.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Homeowners Choice

Homeowners Choice, Inc. is a Florida-based insurance holding company headquartered in Tampa. Through its subsidiary corporations, Homeowners Choice provides property and casualty homeowners' insurance, condominium owners' insurance and tenants' insurance. The company's common shares trade on the New York Stock Exchange under the ticker symbol "HCI" and are included in the Russell 2000 Index. Its Series A, cumulative redeemable preferred shares trade on the NASDAQ Capital Market under the ticker symbol "HCIIP." More information about Homeowners Choice is available at www.hpci.com.

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Investor Relations Contact:

Jay Madhu

Homeowners Choice, Inc.

(813) 405-3660

jmadhu@hcpci.com