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## Section 1: 8-K (8-K)

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

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**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): **May 24, 2019 (May 23, 2019)**

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**SIRIUS INTERNATIONAL INSURANCE GROUP, LTD.**

(Exact name of registrant as specified in charter)

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

**001-38731**  
(Commission  
File Number)

**98-0529995**  
(IRS Employer  
Identification No.)

**14 Wesley Street**  
**Hamilton HM 11, Bermuda**  
(Address of principal executive offices)

**(441) 278-3140**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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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))

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u>                | <u>Trading symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---|--------------------------|--|
| Common shares, par value \$0.01 per share | SG                       | Nasdaq Global Select Market                      |

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.

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

On May 23, 2019, Sirius International Insurance Group, Ltd. (the “Company”) held its 2019 Annual General Meeting of Shareholders. At the meeting, the Company’s shareholders voted for (1) the election of each of the seven directors named below; (2) the approval, on an advisory basis, of the compensation of the Company’s named executive officers; (3) holding the advisory vote to approve the compensation of the Company’s named executive officers every year; and (4) the (i) appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered certified public accounting firm for the year ending December 31, 2019 and (ii) ratification of the determination of PwC’s remuneration by the Audit & Risk Management Committee of the Board of Directors of the Company.

**(1) Election of Seven Director Nominees**

| <b>Nominee</b>             | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|----------------------------|------------------|----------------------|--------------------|-------------------------|
| Kernan (Kip) V. Oberting   | 125,572,063      | 0                    | 2                  | 441,865                 |
| Laurence Liao              | 125,570,963      | 0                    | 1,102              | 441,865                 |
| Robert L. Friedman         | 125,571,963      | 0                    | 102                | 441,865                 |
| Meyer (Sandy) Frucher      | 125,571,963      | 0                    | 102                | 441,865                 |
| Alain M. Karaoglan         | 125,571,963      | 0                    | 102                | 441,865                 |
| Rachelle C. Keller         | 125,572,063      | 0                    | 2                  | 441,865                 |
| James (Jim) B. Rogers, Jr. | 124,643,190      | 928,773              | 102                | 441,865                 |

**(2) Approval, on an advisory basis, of the compensation of the Company’s named executive officers**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 125,555,601      | 1                    | 16,463             | 441,865                 |

**(3) Approval, on an advisory basis, of the frequency of future advisory votes to approve the compensation of the Company’s named executive officers**

| <b>Votes For 1 Year</b> | <b>Votes For 2 Years</b> | <b>Votes for 3 Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------------------|--------------------------|--------------------------|--------------------|-------------------------|
| 125,034,524             | 1                        | 537,539                  | 1                  | 441,865                 |

**(4) Approval of (i) the appointment of PwC to serve as the Company’s independent registered certified public accounting firm for the year ending December 31, 2019 and (ii) the ratification of the determination of PwC’s remuneration by the Audit & Risk Management Committee**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 126,013,928      | 1                    | 1                  | 0                       |

In light of the voting results with respect to proposal 3, the Company’s Board of Directors has determined that the Company will hold future advisory votes of shareholders to approve the compensation of the Company’s named executive officers every year until the next advisory vote of shareholders on the frequency of shareholder votes on executive compensation, or until the Company’s Board of Directors otherwise determines a different frequency for such advisory votes.

## 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.

### **Sirius International Insurance Group, Ltd.**

Date: May 24, 2019

By: /s/ GENE BOXER

Name: Gene Boxer

Title: EVP, Chief Strategy Officer and Group  
General Counsel

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