

Section 1: 8-K (8-K)

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): **June 28, 2019**

Conifer Holdings Inc.

(Exact Name of Registrant as Specified in Charter)

Michigan

(State or Other Jurisdiction of Incorporation)

001-37536

(Commission File Number)

27-1298795

(I.R.S. Employer Identification Number)

**550 West Merrill Street, Suite 200
Birmingham, MI 48009**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(248) 559-0840**

(Former name or former address, if changed since last report)

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 (§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 3.02 Unregistered Sales of Equity Securities.

On June 28, 2019, the Company closed a Private Placement Offering (the "Offering") for approximately \$5.0 million of the Company's common stock at a price of \$4.25 per share, which resulted in an issuance of 1,176,471 shares. The participants in the Offering include Clarkston Ventures LLC, which is currently represented on Conifer's Board of Directors, along with individual independent Board members R. Jamison Williams, Jr. and John W. Melstrom. The shares were issued pursuant to exemptions from registration under Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 506(b) of Regulation D promulgated under the Securities Act.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

Exhibit 99.1 Press Release Dated June 27, 2019

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: June 28, 2019

Conifer Holdings Inc.

By: /s/ BRIAN J. RONEY
Brian J. Roney
President

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**Conifer
Holdings
Inc.**

News Release

For Further Information:

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Conifer Holdings Announces \$5 Million Private Placement Offering

Birmingham, MI, June 27, 2019 - Conifer Holdings, Inc. (Nasdaq: CNFR) (“Conifer” or the “Company”) today announced the closing of a Private Placement Offering (the “Offering”) of 1,176,471 shares of common stock at a price of \$4.25 per share. The Company realized gross proceeds of \$5.0 million pursuant to the Offering, which it intends to use for growth capital in the Company’s specialty core commercial business segments.

The participants in the Offering include Clarkston Ventures LLC, which is currently represented on Conifer’s Board of Directors, along with individual independent Board members R. Jamison Williams, Jr. and John W. Melstrom. Honigman LLP acted as legal counsel to the Company.

Mr. Jim Petcoff, Chairman and CEO, stated, “We are very pleased to have completed a successful offering that provides capital to further the growth of our core lines of business, while also reflecting the confidence that our Board of Directors has in Conifer and our future potential.”

About the Company

Conifer Holdings, Inc. is a Michigan-based insurance holding company. Through its subsidiaries, Conifer offers customized insurance coverage solutions in both specialty commercial and specialty personal product lines marketing mainly through independent agents in all 50 states. The Company is traded on the Nasdaq Global Market (Nasdaq: CNFR). Additional information is available on the Company’s website at www.CNFRH.com.

Forward-Looking Statement

This press release contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give current expectations or forecasts of future events or our future financial or operating performance, and

include Conifer's expectations regarding premiums, earnings, its capital position, expansion, and growth strategies. The forward-looking statements contained in this press release are based on management's good-faith belief and reasonable judgment based on current information. The forward-looking statements are qualified by important factors, risks and uncertainties, many of which are

beyond our control, that could cause our actual results to differ materially from those in the forward-looking statements, including those described in our form 10-K (“Item 1A Risk Factors”) filed with the SEC on March 13, 2019 and subsequent reports filed with or furnished to the SEC. Any forward-looking statement made by us in this report speaks only as of the date hereof or as of the date specified herein. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable laws or regulations.



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