

STEWART INFORMATION SERVICES CORP  
Form 8-K  
April 25, 2013

**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**

April 22, 2013

**Date of Report (Date of earliest event reported)**

**STEWART INFORMATION SERVICES CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**001-02658**  
**(Commission)**

**74-1677330**  
**(IRS Employer)**

Edgar Filing: STEWART INFORMATION SERVICES CORP - Form 8-K

(State of incorporation)

(File Number)

(Identification No.)

**1980 Post Oak Blvd.**

**Houston, Texas**  
(Address of principal executive offices)

**77056**  
(Zip Code)

**Registrant's telephone number, including area code: 713-625-8100**

**N/A**

(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 22, 2013, Stewart Information Services Corporation (the Company) entered into addendums (collectively, the Amendments) to the employment agreements with each of Matthew W. Morris, J. Allen Berryman, Glenn H. Clements, Jason R. Nadeau and Steven M. Lessack in their capacities as the Company's Chief Executive Officer, Chief Financial Officer, Group President - Direct Operations, Group President Mortgage and Title Services, and Group President - International Operations, respectively. The Amendments eliminate the provision permitting the executives to voluntarily terminate their employment with the Company following a change in control and to receive severance benefits in connection with the termination as if they had terminated their employment for good reason (commonly referred to as a modified single-trigger change in control provision).

The descriptions of the Amendments contained in this Current Report on Form 8-K are qualified in their entirety by reference to the complete text of the Amendments, copies of which are filed herewith as exhibits and are incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Addendum to Employment Agreement effective April 22, 2013, by and between Stewart Information Services Corporation and Matthew M. Morris. |
| 10.2        | Addendum to Employment Agreement effective April 22, 2013, by and between Stewart Information Services Corporation and J. Allen Berryman. |
| 10.3        | Addendum to Employment Agreement effective April 22, 2013, by and between Stewart Information Services Corporation and Glenn H. Clements. |
| 10.4        | Addendum to Employment Agreement effective April 22, 2013, by and between Stewart Information Services Corporation and Jason R. Nadeau.   |
| 10.5        | Addendum to Employment Agreement effective April 22, 2013, by and between Stewart Information Services Corporation and Steven M. Lessack. |

**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 thereunto duly authorized.

**STEWART INFORMATION SERVICES CORPORATION**

By: /s/ J. Allen Berryman  
*J. Allen Berryman, Chief Financial Officer, Secretary and Treasurer*

Date: April 25, 2013