

PROASSURANCE CORP  
Form POS AM  
November 06, 2006

As filed with the Securities and Exchange Commission on November 6, 2006  
Registration No. 333-124156

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-4  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933  
PROASSURANCE CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)**

DELAWARE  
(State or Other Jurisdiction  
of Incorporation or  
Organization)

6631  
(Primary Standard Industrial  
Classification Code Number)

63-1261433  
(IRS Employer  
Identification No.)

100 BROOKWOOD PLACE  
BIRMINGHAM, ALABAMA 35209  
(205) 877-4400  
(Address, Including Zip Code, and Telephone Number, Including  
Area Code, or Registrant's Principal Executive Offices)

COPIES TO:  
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BIRMINGHAM, ALABAMA 35203  
(205) 458-5201

The Registration Fee was previously calculated and paid in connection  
with the initial filing of the Registration Statement on April 19, 2005.

DESCRIPTION OF AMENDMENT

ProAssurance Corporation (the Registrant ) registered 2,000,000 shares of its common stock (the Registered Shares ) pursuant to a Registration Statement on Form S-4 (File No. 333-124156) originally filed with the Securities and Exchange Commission on April 19, 2005 and amended on June 20, 2005. The Registrant issued 1,654,313 of the Registered Shares (the Issued Shares ) to the former stockholders of NCRIC Group, Inc. ( NCRIC ) pursuant to the merger of NCRIC and the Registrant completed on August 3, 2005, as contemplated by an Agreement and Plan of Merger dated as of February 28, 2005 by and among NCRIC, the Registrant and NCP Merger Corporation (which was renamed NCRIC Corporation at the time of the merger), a wholly-owned subsidiary of the Registrant. Since August 3, 2005, holders of options previously granted under NCRIC s Stock Option Plan and 2003 Stock Option Plan (the NCRIC Plans ) have exercised options with respect to 4,754 Registered Shares, and Registrant has filed Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 with respect to 6,386 Registered Shares (collectively the Option Shares ) reserved for issuance pursuant to options previously granted under the NCRIC Plans, all of which options were assumed by Registrant pursuant to said Agreement and Plan of Merger, effective August 3, 2005. There are 334,547 shares of common stock of the Registrant (the Unsold Shares ) that will not be issued as Issued Shares or Option Shares under the Registration Statement. Registrant paid a registration fee in the amount of \$1,366 paid in total in connection with the registration of the Unsold Shares under the Registration Statement. The registration fee paid by the Registrant with respect to the Unsold Shares will be used as an offset against registration fees payable on securities to be registered in the future by the Registrant pursuant to SEC Rule 457(p).

[SIGNATURES ON FOLLOWING PAGE]

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 2 to its Registration Statement on Form S-4 to be signed on its behalf, by the undersigned thereunto duly authorized in the City of Birmingham, State of Alabama, on this the 31st day of October, 2006.

PROASSURANCE CORPORATION

By: /s/ A. Derrill Crowe

A. Derrill Crowe, M.D.,  
Chairman of the Board and Chief  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement on Form S-4 has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ A. Derrill Crowe A. Derrill Crowe	Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director	October 31, 2006
/s/ Edward L. Rand, Jr. Edward L. Rand, Jr.	Senior Vice President of Finance and Chief Financing Officer	October 31, 2006
/s/ James J. Morello James J. Morello	Treasurer and Chief Accounting Officer	October 31, 2006
/s/ Victor T. Adamo Victor T. Adamo	Director	October 31, 2006
* Lucian F. Bloodworth	Director	October 31, 2006
/s/ Paul R. Butrus Paul R. Butrus	Director	October 31, 2006
* Robert E. Flowers	Director	October 31, 2006

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John J. McMahon, Jr.	*	Director	October 31, 2006
John P. North, Jr.	*	Director	October 31, 2006
Ann F. Putallaz	*	Director	October 31, 2006
William H. Woodhams	*	Director	October 31, 2006
Wilfred W. Yeargan, Jr.	*	Director	October 31, 2006

/s/ Victor T. Adamo

\* Victor T. Adamo, as attorney-in-fact