

HALLMARK FINANCIAL SERVICES INC

Form 8-K

August 12, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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): **August 8, 2014**

**HALLMARK FINANCIAL SERVICES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State or Other Jurisdiction of Incorporation)

**001-11252**

**87-0447375**

(Commission File Number) (IRS Employer Identification No.)

**777 Main Street, Suite 1000, Fort Worth, Texas 76102**

(Address of Principal Executive Offices) (Zip Code)

**817-348-1600**

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(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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 (*see* General Instruction A.2. below):

- .. 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 1.01 Entry into a Material Definitive Agreement**

On August 8, 2014, Hallmark Financial Services, Inc. (“Hallmark”) and each of its subsidiaries (collectively with Hallmark, the “Company”) entered into an Twelfth Amendment to First Restated Credit Agreement (the “Twelfth Amendment”) with Frost Bank (“Frost”). The Twelfth Amendment amends the Company’s secured revolving credit facility with Frost to accommodate Hallmark’s issuance of up to \$30 million of senior unsecured debt securities and to conform certain definitions to Frost’s current standard. The foregoing description of the Twelfth Amendment is qualified in its entirety by reference to the definitive agreement filed as an exhibit to this Current Report on Form 8-K and incorporated herein by this reference.

### **Item 8.01 Other Events**

On August 11, 2014, the Hallmark issued a press release announcing the commencement of an underwritten public offering of \$25 million of Senior Unsecured Notes due 2024. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

### **Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

10.1 Twelfth Amendment to First Restated Credit Agreement among Hallmark Financial Services, Inc. and its subsidiaries and Frost Bank dated August 8, 2014.

99.1 Press release dated August 11, 2014.

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 duly authorized.

HALLMARK FINANCIAL SERVICES, INC.

Date: August 11, 2014 By: /s/ Jeffrey R. Passmore  
Jeffrey R. Passmore, Chief Accounting Officer