

**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): October 15, 2009

Penn Millers Holding Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction
of Incorporation)

001-34496

(Commission
File Number)

80-0482459

(IRS Employer
Identification No.)

72 North Franklin Street, Wilkes-Barre, Pennsylvania

(Address of principal executive offices)

18773

(Zip Code)

Registrant's telephone number (including area code): **(800) 822-8111**

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:

- 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 8.01. Other Events.

On October 16, 2009, Penn Millers Holding Corporation (the "Company") closed its initial public offering at approximately \$54 million, including the purchase by its employee stock ownership plan of 9.99% of the offering. Shares of Penn Millers Holding Corporation are expected to begin trading on Monday, October 19, 2009, on the NASDAQ Global Market under the symbol "PMIC."

A copy of the press release announcing the closing of the offering is filed as part of this Form 8-K and is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Penn Millers Holding Corporation

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.

PENN MILLERS HOLDING CORPORATION

Dated: October 16, 2009

By: /s/ Douglas A. Gaudet

Douglas A. Gaudet

President & Chief Executive Officer

EXHIBIT INDEX

Exhibit
Number

99.1 Press Release of Penn Millers Holding Corporation

FOR IMMEDIATE RELEASE

October 15, 2009

Contact: Michael Banks, Chief Financial Officer
(570) 200-1340

Penn Millers Holding Corporation Announces Completion Date of Conversion and Stock Offering

Wilkes-Barre, Pennsylvania — Penn Millers Holding Corporation, the proposed holding company for Penn Millers Insurance Company, announced today that it expects to close its stock offering and the mutual to stock conversion of Penn Millers Mutual Holding Company on Friday, October 16, 2009. The offering was fully subscribed in the subscription and community offering phase and therefore no syndicated community offering will be conducted. Policyholders of Penn Millers Mutual Holding Company approved the conversion at a special meeting of members held on October 15, 2009.

Shares of Penn Millers Holding Corporation are expected to begin trading on Monday, October 19, 2009, on the NASDAQ Global Market under the symbol "PMIC." The stock offering will close at \$54 million, including the purchase by an employee stock ownership plan of 9.99% of the offering, which is \$1 million above the midpoint of the offering range. Penn Millers Holding Corporation will issue approximately 5,400,000 shares of common stock at \$10.00 per share to those who purchased shares in the subscription and community offering. The subscription offering and community offering were conducted simultaneously and ended at noon on October 7, 2009.

Penn Millers Holding Corporation received approximately \$72.5 million of orders in the subscription and community offering. Eligible policyholders who participated in the subscription offering will have their orders filled. Those who submitted stock orders in the community offering will have valid orders filled in accordance with the allocation procedures described in the prospectus and set forth in Penn Millers Mutual Holding Company's plan of conversion.

For questions concerning allocations please contact the Stock Information Center at 1-877-764-2743 (toll free). Stock certificates and refunds will be processed promptly after the close of the transaction.

The offering was managed by Griffin Financial Group, LLC. Stevens & Lee, P.C. acted as counsel to Penn Millers Holding Corporation, Penn Millers Mutual Holding Company and Penn Millers Insurance Company.

Penn Millers Insurance Company is a Pennsylvania property and casualty insurer, headquartered in Wilkes-Barre, Pennsylvania. Penn Millers provides agribusiness insurance in 33 states and commercial lines insurance in 8 states.

This news release contains certain forward-looking statements about the proposed stock offering of Penn Millers Holding Corporation. These include statements regarding the anticipated completion date of the stock issuance, the trading market for the shares of common stock and the processing of subscription refunds.

Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words like "believe," "expect," "anticipate," "estimate" and "intend" or future or conditional verbs such as "will," "would," "should," "could" or "may." Certain factors that could cause actual results to differ materially from expected results include changes in general economic conditions, legislative and regulatory changes and changes in the securities markets.