

**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): November 29, 2011

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, P.O. Box P
Wilkes-Barre, Pennsylvania**

(Address of principal executive offices)

18773

(Zip Code)

Registrant's telephone number, including area code: **(800) 233-8347**

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 5.07 Submission of Matters to a Vote of Security Holders.

On November 29, 2011, at a special meeting of shareholders of Penn Millers Holding Corporation ("Penn Millers"), Penn Millers' shareholders approved the following proposals (with the final results for each proposal set forth below): (1) the proposal to adopt the Agreement and Plan of Merger dated September 7, 2011 by and among Penn Millers, ACE American Insurance Company and Panther Acquisition Corp. (the "Merger Agreement"); and (2) the proposal to approve on a non-binding, advisory basis, the "golden parachute" compensation that may be payable to Penn Millers' named executive officers in connection with the merger. Because the proposal to adopt the Merger Agreement was approved by the Company's shareholders at the special meeting, the shareholders did not consider or vote on the proposal to adjourn or postpone the special meeting, if necessary or appropriate, to solicit additional proxies. The proposals are described in Penn Millers' proxy statement dated as of October 21, 2011 and filed with the Securities and Exchange Commission.

The results of the shareholders' vote for each of the proposals were as follows:

1. The proposal to adopt the Merger Agreement.

FOR	AGAINST	ABSTAIN
3,528,476	7,407	500

2. The proposal to approve on a non-binding, advisory basis, the “golden parachute” compensation that may be payable to Penn Millers’ named executive officers in connection with the merger.

FOR	AGAINST	ABSTAIN
3,328,893	132,569	74,921

Item 8.01 Other Events.

On November 29, 2011, the Company issued a press release announcing that the Merger Agreement had been adopted by the Company’s shareholders. A copy of Penn Millers’ press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

The Company currently anticipates that the merger will close on November 30, 2011.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Penn Millers Holding Corporation, dated November 29, 2011

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: November 29, 2011

By: /s/ Michael O. Banks
Michael O. Banks
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release of Penn Millers Holding Corporation, dated November 29, 2011

PRESS RELEASE

For Immediate Release

Contact: Michael O. Banks — 570-200-1340

**PENN MILLERS ANNOUNCES SHAREHOLDER APPROVAL OF MERGER WITH
ACE AMERICAN INSURANCE COMPANY**

Wilkes-Barre, Pennsylvania, (Business Wire) **November 29, 2011** — Penn Millers Holding Corporation (NASDAQ: PMIC) (“Penn Millers” or “the Company”) today announced that, at the Company’s Special Meeting of Shareholders, the shareholders of the Company voted to adopt the Agreement and Plan of Merger dated September 7, 2011 (the “Merger Agreement”), by and among the Company, ACE American Insurance Company (“ACE”), and Panther Acquisition Corp. (“Merger Sub”), pursuant to which Merger Sub will merge with and into the Company, with the Company surviving as a wholly-owned subsidiary of ACE (the “Merger”).

The adoption of the Merger Agreement required the affirmative vote of a majority of the votes cast by the Company’s shareholders at the special meeting. Approximately 71.1 percent of the outstanding shares of common stock of the Company as of the record date were voted at the special meeting. Of the shares that were voted, approximately 99.8 percent were voted in favor of the Merger.

The Company currently anticipates that the Merger will close on November 30, 2011. Under the Merger Agreement, the Company’s shareholders will receive \$20.50 in cash, without interest, for each share of Penn Millers common stock.

The Company provides property and casualty insurance through its wholly owned subsidiary, Penn Millers Insurance Company. Penn Millers Insurance Company provides agribusiness insurance and commercial lines insurance in 34 states. Penn Millers Insurance Company is rated “A-” (Excellent) by A.M. Best Company, Inc. The Company is located at 72 North Franklin Street in Wilkes-Barre, PA. The Company’s web address is <http://www.pennmillers.com>.

Cautionary Statements Regarding Forward Looking Information

Some of the statements contained herein are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “stand to,” “expect,” “plan,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “target,” “forecast” or “continue,” or the negative of these terms or other terminology. Forward-looking statements are based on the opinions and estimates of management at the time the statements are made and are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. Factors that could affect the Company’s actual results include, among others, the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; the failure to satisfy any conditions to completion of the proposed Merger, including receipt of regulatory approvals; the ability to recognize the benefits of the proposed Merger; the amount of the costs, fees, expenses and charges related to the proposed Merger, the fact that our loss reserves are based on estimates and may be inadequate to cover our actual losses; the uncertain effects of emerging claim and coverage issues on our business, including the effects of climate change; the geographic concentration of our business; an inability to obtain or collect on our reinsurance protection; a downgrade in the A.M. Best rating of our insurance subsidiaries; the impact of extensive regulation of the insurance industry and legislative and regulatory changes; a failure to realize our investment objectives; the effects of intense competition; the loss of one or more principal employees; the inability to acquire additional capital on favorable terms; a failure of independent insurance brokers to adequately market our products; and the effects of acts of terrorism or war. More information about these and other factors that potentially could affect our financial results is included in our Annual Report on Form 10-K filed with the SEC and in our other public filings with the SEC. Investors and shareholders are cautioned not to place undue reliance upon these forward-looking statements, which speak only as of the date of this communication. The Company undertakes no obligation to update any forward-looking statements.

Contact: Michael O. Banks of Penn Millers Holding Corporation, (570) 200-1340