

MARKEL CORP  
Form 8-K  
May 31, 2011

**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: May 25, 2011**

**(Date of earliest event reported)**

**Markel Corporation**

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

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(State or other jurisdiction  
of incorporation or organization)

(Commission  
File Number)  
4521 Highwoods Parkway

(I.R.S. Employer  
Identification No.)

Glen Allen, Virginia 23060-6148

(804) 747-0136

(Address, including zip code, and telephone number, including area  
code, of registrant's principal executive offices)

(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 8.01 OTHER EVENTS

On May 25, 2011, Markel Corporation (the Company) executed an Underwriting Agreement and related pricing agreement (the Underwriting Agreement) with the underwriters named therein. Under the Underwriting Agreement, the Company is issuing \$250,000,000 aggregate principal amount of its 5.35% Senior Notes due 2021 (the Securities) under the Indenture dated as of June 5, 2001 (the Indenture), between the Company and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as trustee (the Trustee), relating to debt securities, as amended by a Sixth Supplemental Indenture to the Indenture, to be dated as of June 1, 2011 (the Sixth Supplemental Indenture). The Underwriting Agreement, the form of the Sixth Supplemental Indenture and the Computation of Earnings to Fixed Charges Ratio are filed as exhibits hereto and are incorporated herein by reference. The form of the Securities is included as Exhibit A to the form of the Sixth Supplemental Indenture.

Certain exhibits are filed herewith by the Company, in connection with the Company's offering of the Securities pursuant to its Prospectus Supplement, dated May 25, 2011, to the Prospectus, dated December 18, 2008, filed with the Securities and Exchange Commission as part of the Registration Statement on Form S-3 (Registration No. 333-156265).

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

- 1.1 Underwriting Agreement and related pricing agreement, dated as of May 25, 2011, between the Company and the underwriters named therein (filed herewith)
- 4.1 Indenture, dated as of June 5, 2001, between the Company and The Bank of New York Mellon (as successor to The Chase Manhattan Bank), as Trustee (incorporated by reference from Exhibit 4.1 filed with the Commission in the Company's report on Form 8-K dated as of June 5, 2001)
- 4.2 Form of Sixth Supplemental Indenture between the Company and the Trustee, including form of the securities as Exhibit A (filed herewith)
- 5.1 Opinion of McGuireWoods LLP (filed herewith)
- 12.1 Computation of Earnings to Fixed Charges Ratio (filed herewith)
- 23.1 Consent of McGuireWoods LLP (contained in Exhibit 5.1 filed herewith)

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.

MARKEL CORPORATION

Date: May 31, 2011

By: /s/ D. Michael Jones  
Name: D. Michael Jones  
Title: General Counsel and Secretary

EXHIBIT INDEX

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
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