

Edgar Filing: National General Holdings Corp. - Form 10-Q

National General Holdings Corp.

Form 10-Q

August 06, 2018

false--12-31Q220180001578735Large Accelerated

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2017-12-31 0001578735 us-gaap:AffiliatedEntityMember 2018-06-30 0001578735 2018-04-01 2018-06-30

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us-gaap:PropertyLiabilityAndCasualtyInsuranceSegmentMember 2017-04-01 2017-06-30 0001578735

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us-gaap:PropertyLiabilityAndCasualtyInsuranceSegmentMember 2016-12-31 0001578735

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us-gaap:PropertyLiabilityAndCasualtyInsuranceSegmentMember
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2018-06-30 0001578735 us-gaap:NorthAmericaMember us-gaap:VariableInterestEntityPrimaryBeneficiaryMember
2017-04-01 2017-06-30 0001578735 us-gaap:NorthAmericaMember 2018-04-01 2018-06-30 0001578735
nghc:NationalGeneralHoldingsCorp.NGHCExcludingReciprocalsMember us-gaap:NorthAmericaMember 2017-04-01
2017-06-30 0001578735 us-gaap:CorporateAndOtherMember 2017-04-01 2017-06-30 0001578735
us-gaap:CorporateAndOtherMember 2017-12-31 0001578735 us-gaap:CorporateAndOtherMember 2017-01-01
2017-06-30 0001578735 us-gaap:CorporateAndOtherMember 2018-06-30 0001578735
us-gaap:SubsequentEventMember 2023-07-15 0001578735 us-gaap:SubsequentEventMember 2018-07-11
0001578735 us-gaap:SubsequentEventMember 2018-07-01 2018-09-30 0001578735
us-gaap:SubsequentEventMember 2023-07-15 2023-07-15 0001578735 us-gaap:SubsequentEventMember
2018-07-11 2023-07-15 0001578735 us-gaap:SubsequentEventMember 2023-07-16 2023-07-16 iso4217:USD
nghc:investment iso4217:USD xbrli:shares xbrli:pure xbrli:shares nghc:security nghc:contract nghc:plan

nghc:segment

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended June 30, 2018

OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from to
Commission File Number: 001-36311

NATIONAL GENERAL HOLDINGS CORP.

(Exact Name of Registrant as Specified in Its Charter)

Delaware 27-1046208
(I.R.S.
(State or Other Jurisdiction of Employer
Incorporation or Organization) Identification
No.)

59 Maiden Lane, 38th Floor 10038
New York, New York
(Address of Principal Executive Offices) (Zip Code)
(212) 380-9500
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer
Non-Accelerated Filer (Do not check if a smaller reporting company) Smaller Reporting Company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of August 2, 2018, the number of common shares of the registrant outstanding was 107,057,771.

NATIONAL GENERAL HOLDINGS CORP.

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PART I - FINANCIAL INFORMATION**Item 1. Financial Statements**

NATIONAL GENERAL HOLDINGS CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Shares and Par Value per Share)
(Unaudited)

	June 30,	December
	2018	31,
		2017
ASSETS		
Investments:		
Debt securities, available-for-sale, at fair value (Exchanges - \$295,678 and \$304,934)	\$3,138,814	\$3,139,889
Equity securities, at fair value	42,474	50,341
Short-term investments (Exchanges - \$26,436 and \$22,279)	145,450	38,266
Other investments (related parties - \$233,092 and \$347,548)	309,568	421,292
Total investments	3,636,306	3,649,788
Cash and cash equivalents (Exchanges - \$1,161 and \$5,442)	335,255	292,282
Restricted cash and cash equivalents (Exchanges - \$683 and \$609)	66,073	65,202
Accrued investment income (related parties - \$2,348 and \$2,334) (Exchanges - \$1,577 and \$1,805)	22,885	22,372
Premiums and other receivables, net (Exchanges - \$59,426 and \$56,792)	1,692,662	1,324,321
Deferred acquisition costs (Exchanges - \$24,319 and \$20,837)	243,733	216,389
Reinsurance recoverable (related parties - \$9,891 and \$15,688) (Exchanges - \$101,205 and \$94,204)	1,423,108	1,294,165
Prepaid reinsurance premiums (Exchanges - \$99,762 and \$100,980)	634,374	517,122
Premises and equipment, net (Exchanges - \$2,843 and \$4,269)	307,758	324,049
Intangible assets, net (Exchanges - \$3,595 and \$3,685)	389,853	404,070
Goodwill	181,827	174,153
Prepaid and other assets (Exchanges - \$3,255 and \$2,263)	155,900	155,830
Total assets	\$9,089,734	\$8,439,743

See accompanying notes to unaudited condensed consolidated financial statements.

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NATIONAL GENERAL HOLDINGS CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Shares and Par Value per Share)
(Unaudited)

	June 30,	December
	2018	31,
		2017
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Unpaid loss and loss adjustment expense reserves (Exchanges - \$167,256 and \$143,353)	\$2,727,489	\$2,663,557
Unearned premiums and other revenue (Exchanges - \$246,763 and \$225,395)	2,302,023	2,032,605
Reinsurance payable (Exchanges - \$34,854 and \$68,275)	581,154	398,047
Accounts payable and accrued expenses (related parties - \$72,415 and \$140,057) (Exchanges - \$5,130 and \$8,827)	664,834	431,881
Debt	705,077	713,710
Other liabilities (Exchanges - \$43,722 and \$41,582)	127,882	246,518
Total liabilities	\$7,108,459	\$6,486,318
Stockholders' equity:		
Common stock, \$0.01 par value - authorized 150,000,000 shares, issued and outstanding 107,057,771 shares - 2018; authorized 150,000,000 shares, issued and outstanding 106,697,648 shares - 2017.	\$1,071	\$1,067
Preferred stock, \$0.01 par value - authorized 10,000,000 shares, issued and outstanding 2,565,000 shares - 2018; authorized 10,000,000 shares, issued and outstanding 2,565,000 shares - 2017.	420,000	420,000
Aggregate liquidation preference \$420,000 - 2018, \$420,000 - 2017.		
Additional paid-in capital	921,744	917,751
Accumulated other comprehensive income:		
Unrealized foreign currency translation adjustment, net of tax	(16,181)	(7,810)
Unrealized losses on investments, net of tax	(39,517)	(302)
Total accumulated other comprehensive income (loss)	(55,698)	(8,112)
Retained earnings	695,099	597,863
Total National General Holdings Corp. Stockholders' Equity	1,982,216	1,928,569
Non-controlling interest	(941)	24,856
Total stockholders' equity	\$1,981,275	\$1,953,425
Total liabilities and stockholders' equity	\$9,089,734	\$8,439,743

See accompanying notes to unaudited condensed consolidated financial statements.

NATIONAL GENERAL HOLDINGS CORP.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In Thousands, Except Shares and Per Share Data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Revenues:				
Net earned premium	\$942,906	\$ 981,751	\$1,848,444	\$1,900,236
Ceding commission income	55,408	21,508	99,876	41,502
Service and fee income	130,501	125,176	272,623	251,118
Net investment income	25,995	27,531	51,006	56,575
Net loss on investments	(19,704)	(2,175)	(19,586)	(3,587)
Other income (expense)	—	(6,098)	—	3,703
Total revenues	1,135,106	1,147,693	2,252,363	2,249,547
Expenses:				
Loss and loss adjustment expense	670,328	711,194	1,304,494	1,330,011
Acquisition costs and other underwriting expenses	181,860	188,795	350,570	363,515
General and administrative expenses	224,429	211,494	455,434	466,679
Interest expense	15,038	11,550	26,192	23,095
Total expenses	1,091,655	1,123,033	2,136,690	2,183,300
Income before provision for income taxes	43,451	24,660	115,673	66,247
Provision for income taxes	6,541	11,487	22,743	22,276
Net income	36,910	13,173	92,930	43,971
Net (income) loss attributable to non-controlling interest	7,638	159	19,826	6,284
Net income attributable to NGHC	44,548	13,332	112,756	50,255
Dividends on preferred stock	(7,875)	(7,875)	(15,750)	(15,750)
Net income attributable to NGHC common stockholders	\$36,673	\$ 5,457	\$97,006	\$ 34,505
Earnings per common share:				
Basic	\$0.34	\$ 0.05	\$0.91	\$0.32
Diluted	\$0.34	\$ 0.05	\$0.89	\$0.32
Dividends declared per common share	\$0.04	\$ 0.04	\$0.08	\$0.08
Weighted average common shares outstanding:				
Basic	106,969,134	106,560,000	106,864,469	106,514,396
Diluted	109,402,465	109,447,812	109,181,041	109,364,273

See accompanying notes to unaudited condensed consolidated financial statements.

NATIONAL GENERAL HOLDINGS CORP.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In Thousands)
(Unaudited)

Three	Six
Months	Months
Ended June	Ended
30,	June 30,
2018	2017