

Inter-Atlantic Financial, Inc.
Form PRE 14A
August 28, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. 3)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Inter-Atlantic Financial, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

Class B common stock, par value \$0.0001 per share, of Inter-Atlantic Financial, Inc.

(2) Aggregate number of securities to which transaction applies:

11,900,000 shares of Class B common stock of Inter-Atlantic Financial, Inc.

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\$7.90 per share of Class B common stock, representing the average of the high and low prices of a share of our Common Stock on August 19, 2009.

(4) Proposed maximum aggregate value of transaction:

\$90,129,900

(5) Total fee paid:

\$5,030

- b Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**INTER-ATLANTIC FINANCIAL, INC.
400 Madison Ave.
New York, NY 10017**

To the Warrantheolders and Stockholders of Inter-Atlantic Financial, Inc.:

You are cordially invited to attend the meetings of the warrantheolders and the stockholders of Inter-Atlantic Financial, Inc., or Inter-Atlantic, relating to the proposed acquisition of Patriot Risk Management Inc., or Patriot, which will be held at 10:00 a.m. and 10:30 a.m., respectively, eastern time, on _____, 2009, at the offices of DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020.

At this important stockholders meeting, stockholders will be asked to consider and vote upon the following proposals:

to adopt, and approve the transactions contemplated by, the Stock Purchase Agreement, dated as of April 23, 2009, among Inter-Atlantic, Patriot and the stockholders of Patriot we call this proposal the acquisition proposal;

to adopt the amendment and restatement of the certificate of incorporation of Inter-Atlantic to:

(1) change the name of Inter-Atlantic to Patriot Risk Management, Inc., (2) remove the provisions which are typically found only in special purpose acquisition companies, including without limitation the termination date and providing for the duration of the corporation to be perpetual, (3) increase the authorized common stock from 49,000,000 shares to [_____] shares and designate [_____] shares as Class A common stock and [_____] shares as Class B common stock, (4) reclassify the outstanding shares of common stock into shares of Class A common stock, (5) provide for certain dividend rights for holders of Class A common stock, (6) require the affirmative vote of 66 2/3 % of all stockholders entitled to vote, voting together as a single class, to (i) amend the certificate of incorporation or adopt a bylaw inconsistent with the certificate of incorporation, and (ii) remove a director for cause, and (7) elect to be governed by Section 203 of the Delaware General Corporation Law, or DGCL we call this proposal the charter amendment proposal;

to elect two Class I directors, three Class II directors and three Class III directors, to Inter-Atlantic's Board of Directors to hold office until each such director's term expires or until their successors are elected and qualified (in the event the acquisition is approved), we call this proposal Director Proposal A, **OR** to elect two Class A directors to Inter-Atlantic's Board of Directors to hold office until the 2012 annual meeting of stockholders and until their successors are elected and qualified (in the event the acquisition is not approved), we call this proposal Director Proposal B;

to adopt Inter-Atlantic's 2009 Stock Incentive Plan (an equity-based incentive compensation plan) we call this proposal the plan proposal; and

to adopt a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event there are not sufficient votes at the time of the special meeting to adopt the acquisition proposal or the plan proposal we call this proposal the adjournment proposal.

At this important warrantheolder meeting, warrantheolders will be asked to consider and vote upon the following proposals:

to amend the terms of the warrant agreement governing the Inter-Atlantic warrants exercisable for shares of Inter-Atlantic common stock in order to require the automatic redemption of all of the outstanding Inter-Atlantic warrants, including those held by Inter-Atlantic's sponsors, at a price of \$0.50 per warrant upon the consummation of the business combination proposal we call this proposal the warrant redemption proposal; and

to adopt a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event there are not sufficient votes at the time of the special meeting to adopt the acquisition proposal or the plan proposal we call this proposal the Warrantheolder Adjournment Proposal.

Approval of the warrant redemption proposal requires the affirmative vote of the holders of a majority of the outstanding Inter-Atlantic warrants as of the record date. The approval of the warrantheolder adjournment proposal

requires the affirmative vote of the holders of a majority of the outstanding Inter-Atlantic warrants represented in person or by proxy at the special meeting of warrant holders and entitled to vote thereon as of the record date.

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The affirmative vote of a majority of the issued and outstanding shares of Inter-Atlantic's common stock is required to adopt the acquisition proposal and the charter amendment proposal. The affirmative vote of a majority of the shares of Inter-Atlantic common stock represented in person or by proxy at the meeting is required to adopt the plan proposal and the adjournment proposal. Adoption of the acquisition proposal also requires the affirmative vote of a majority of the shares of Inter-Atlantic's common stock issued in its initial public offering.

Adoption by Inter-Atlantic stockholders of the acquisition proposal is conditioned on the adoption of the warrant redemption proposal and the charter amendment proposal but is not conditioned on the adoption of the plan proposal, the director proposal or adjournment proposal. However, the adoption of the charter amendment proposal, the director proposal and the plan proposal is conditioned upon the adoption of the acquisition proposal.

As provided in Inter-Atlantic's certificate of incorporation, each Inter-Atlantic stockholder who holds shares of common stock issued in Inter-Atlantic's initial public offering, which we sometimes call IPO shares, has the right to vote against the acquisition proposal and at the same time demand that Inter-Atlantic convert such stockholder's shares into cash equal to such stockholder's pro rata portion of the trust account which contains a substantial portion of the net proceeds of Inter-Atlantic's initial public offering. These IPO shares will be converted into cash only if the acquisition is completed. If the holders of more than 2,582,229 IPO shares, or 29.99% of the total number of IPO shares, demand conversion of their shares into their pro rata portion of the trust account, then Inter-Atlantic will not consummate the acquisition under the terms of Inter-Atlantic's certificate of incorporation. Inter-Atlantic's shares of common stock are listed on the NYSE Amex under the symbol IAN.

Inter-Atlantic's initial stockholders have agreed, with respect to the acquisition proposal, to vote their 1,875,000 shares of Inter-Atlantic common stock acquired prior to Inter-Atlantic's initial public offering, representing an aggregate of approximately 17.9% of the outstanding shares of Inter-Atlantic common stock, in accordance with the vote of the majority of the IPO shares. The initial stockholders intend to vote all of their shares of Inter-Atlantic common stock FOR the charter amendment proposal, the plan proposal, the director proposal and the adjournment proposal.

After careful consideration, Inter-Atlantic's Board of Directors has determined that the acquisition proposal is fair to and in the best interests of Inter-Atlantic and its stockholders. Inter-Atlantic's Board of Directors has also determined that the charter amendment proposal, the plan proposal, the director proposal and adjournment proposal are in the best interests of Inter-Atlantic's stockholders. Inter-Atlantic's Board of Directors has determined that the warrant redemption proposal and the warrant adjournment proposal are in the best interests of Inter-Atlantic's warrant holders. Inter-Atlantic's Board of Directors unanimously recommends that you vote or give instruction to vote FOR the adoption of the acquisition proposal, the charter amendment proposal, the plan proposal, the director proposal, the adjournment proposal, the warrant redemption proposal and the warrant adjournment proposal.

Enclosed is a notice of special meetings and proxy statement containing detailed information concerning the acquisition proposal and the transactions contemplated thereby as well as detailed information concerning the charter amendment proposal, the plan proposal, the director proposal, the adjournment proposal, the warrant redemption proposal and the warrant adjournment proposal. Whether or not you plan to attend the special meetings, we urge you to read this material carefully.

I look forward to seeing you at the meeting.

Sincerely,

Andrew S. Lerner

Chief Executive Officer and Director

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETINGS, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD AS SOON AS POSSIBLE IN THE ENVELOPE PROVIDED.

Neither the Securities and Exchange Commission nor any state securities commission has determined if this proxy statement is truthful or complete. Any representation to the contrary is a criminal offense.

SEE RISK FACTORS BEGINNING ON PAGE 22 FOR A DISCUSSION OF VARIOUS FACTORS THAT YOU SHOULD CONSIDER IN CONNECTION WITH THE ACQUISITION.

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INTER-ATLANTIC FINANCIAL, INC.
400 Madison Avenue
New York, NY 10017
NOTICE OF SPECIAL MEETING OF WARRANTHOLDERS
TO BE HELD ON _____, 2009

TO THE WARRANTHOLDERS OF INTER-ATLANTIC FINANCIAL, INC.:

NOTICE IS HEREBY GIVEN that a special meeting of warrantholders, including any adjournments or postponements thereof, of Inter-Atlantic Financial, Inc., or Inter-Atlantic, a Delaware corporation, will be held at 10:00 a.m., eastern time, on _____, 2009, at the offices of DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020 to consider the below proposals:

- to amend the terms of the warrant agreement governing the Inter-Atlantic warrants exercisable for shares of Inter-Atlantic common stock in order to require the automatic redemption of all of the outstanding Inter-Atlantic warrants, including those held by Inter-Atlantic's sponsors, at a price of \$0.50 per warrant upon the consummation of the business combination proposal we call this proposal the warrant redemption proposal; and
- to adopt a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event there are not sufficient votes at the time of the special meeting to adopt the acquisition proposal or the plan proposal we call this proposal the warrantholder adjournment proposal.

Inter-Atlantic warrantholders of record at the close of business on _____, 2009 will be entitled to receive notice of, and to vote at, the Inter-Atlantic special meeting of warrantholders and any and all adjournments thereof.

This proxy statement is dated _____, 2009 and is first being mailed to Inter-Atlantic stockholders on or about _____, 2009.

Your vote is important. Please sign, date and return your proxy card as soon as possible to make sure that your shares are represented at the special meeting. If you are a warrantholder of record of Inter-Atlantic warrants, you may also cast your vote in person at the special meeting. If your warrants are held in an account at a brokerage firm or bank, you must instruct your broker or bank on how to vote your warrants. If you do not vote or do not instruct your broker or bank how to vote, it will have the same effect as voting against the warrant redemption proposal and the warrant adjournment proposal.

Inter-Atlantic's Board of Directors unanimously recommends that you vote FOR the adoption of each proposal listed above.

IF THE ACQUISITION IS NOT COMPLETED AND INTER-ATLANTIC DOES NOT COMPLETE AN INITIAL BUSINESS COMBINATION PRIOR TO OCTOBER 9, 2009, YOUR WARRANTS WILL EXPIRE WORTHLESS.

By Order of the Board of Directors,

Andrew S. Lerner

Chief Executive Officer and Director

_____, 2009

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INTER-ATLANTIC FINANCIAL, INC.
400 Madison Avenue
New York, NY 10017
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON _____, 2009

TO THE STOCKHOLDERS OF INTER-ATLANTIC FINANCIAL, INC.:

NOTICE IS HEREBY GIVEN that a special meeting of stockholders, including any adjournments or postponements thereof, of Inter-Atlantic Financial, Inc., or Inter-Atlantic, a Delaware corporation, will be held at 10:30 a.m., eastern time, on _____, 2009, at the offices of DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020 to consider the below proposals:

to adopt, and approve the transactions contemplated by, the Stock Purchase Agreement, dated as of April 23, 2009, among Inter-Atlantic, Patriot we call this proposal the acquisition proposal;

to adopt the amendment and restatement of the certificate of incorporation of Inter-Atlantic to:

(1) change the name of Inter-Atlantic to Patriot Risk Management, Inc., (2) remove the provisions which are typically found only in special purpose acquisition companies, including without limitation the termination date and providing for the duration of the corporation to be perpetual, (3) increase the authorized common stock from 49,000,000 shares to [_____] shares and designate [_____] shares as Class A common stock and [_____] shares as Class B common stock, (4) reclassify the outstanding shares of common stock into shares of Class A common stock, (5) provide for certain dividend rights for holders of Class A common stock, (6) require the affirmative vote of 66 2/3 % of all stockholders entitled to vote, voting together as a single class, to (i) amend the certificate of incorporation or adopt a bylaw inconsistent with the certificate of incorporation, and (ii) remove a director for cause, and (7) elect to be governed by Section 203 of the Delaware General Corporation Law, or DGCL we call this proposal the charter amendment proposal;

to elect two Class I directors, three Class II directors and three Class III directors, to Inter-Atlantic's Board of Directors to hold office until each such director's term expires or until their successors are elected and qualified (in the event the acquisition is approved), we call this proposal Director Proposal A, **OR** to elect two Class I directors to Inter-Atlantic's Board of Directors to hold office until the 2012 annual meeting of stockholders and until their successors are elected and qualified (in the event the acquisition is *not* approved), we call this proposal Director Proposal B;

to adopt Inter-Atlantic's 2009 Stock Incentive Plan (an equity-based incentive compensation plan) we call this proposal the plan proposal; and

to adopt a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event there are not sufficient votes at the time of the special meeting to adopt the acquisition proposal or the plan proposal we call this proposal the adjournment proposal.

Adoption by Inter-Atlantic stockholders of the first proposal listed above, the acquisition proposal, is conditioned on the adoption of the second proposal, but is not conditioned on the adoption of the third, fourth and fifth proposals listed above. However, adoption of the second proposal listed above, the charter amendment proposal, the third proposal listed above, the director proposal, the fourth proposal listed above, the plan proposal, is conditioned upon the adoption of the acquisition proposal. If the holders of more than 2,582,229 shares of common stock issued in Inter-Atlantic's initial public offering (which we sometimes call IPO shares), or 29.99% of the total number of IPO shares, demand conversion of their shares into their pro rata portion of the trust account, then Inter-Atlantic will not consummate the acquisition under the terms of Inter-Atlantic's certificate of incorporation.

This proxy statement is dated _____, 2009 and is first being mailed to Inter-Atlantic stockholders on or about _____, 2009.

Inter-Atlantic stockholders of record at the close of business on _____, 2009 will be entitled to receive notice of, and to vote at, the Inter-Atlantic special meeting and any and all adjournments thereof.

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Your vote is important. Please sign, date and return your proxy card as soon as possible to make sure that your shares are represented at the special meeting. If you are a stockholder of record of Inter-Atlantic common stock, you may also cast your vote in person at the special meeting. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank on how to vote your shares. If you do not vote or do not instruct your broker or bank how to vote, it will have the same effect as voting against the acquisition proposal and the charter amendment proposal.

Inter-Atlantic s Board of Directors unanimously recommends that you vote FOR the adoption of each proposal listed above.

By Order of the Board of Directors,

Andrew S. Lerner

Chief Executive Officer and Director

_____, 2009

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
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- A Stock Purchase Agreement
- B Form of Amended and Restated Certificate of Incorporation
- C 2009 Stock Incentive Plan
- D Amendment No. 1 to the Warrant Agreement

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SUMMARY

*The proxy statement is a proxy statement for use in the solicitation of proxies. The following discusses in summary form the material terms of the warrant redemption proposal, the warrant adjournment proposal, the acquisition proposal, the charter amendment proposal, the plan proposal, the director proposal and the adjournment proposal. The proposals are described in greater detail elsewhere in this document. You should carefully read this entire document and the other documents to which this document refers you. See *Where You Can Find More Information on page 201.**

The Warrant Redemption Proposal (page 51)

The warrant redemption proposal seeks the approval of a majority of the Inter-Atlantic warrants outstanding to amend the terms of the warrant agreement governing the Inter-Atlantic warrants exercisable for shares of Inter-Atlantic common stock in order to require the automatic redemption of all of the outstanding Inter-Atlantic warrants, including those held by Inter-Atlantic's sponsors, at a price of \$0.50 per warrant upon the consummation of the business combination proposal.

The form of Amendment No. 1 to the Warrant Agreement is attached as Annex D to this proxy statement. You are encouraged to read the amendment in its entirety. See the section *The Warrant Redemption Proposal* on p. 51.

If the acquisition is not consummated and Inter-Atlantic does not consummate an initial business combination by October 9, 2009, Inter-Atlantic will be required to liquidate and all the Inter-Atlantic warrants will expire worthless.

The Warrant Adjournment Proposal (page 53)

In the event there are not sufficient votes at the time of the special meeting of warrant holders to approve the warrant redemption proposal, Inter-Atlantic's Board of Directors may adjourn the special meeting of warrant holders to a later date or dates, if necessary, to permit further solicitation of proxies. See *The Warrant Adjournment Proposal* on page 53.

The Acquisition Proposal (page 54)

The Stock Purchase Agreement (page 82)

The acquisition proposal seeks the approval of the stockholders of the Stock Purchase Agreement entered into on April 23, 2009 among Inter-Atlantic, Patriot and the stockholders of Patriot. The Stock Purchase Agreement provides for the acquisition of all of the outstanding shares of capital stock of Patriot by Inter-Atlantic for an aggregate purchase price of 6,900,000 newly issued shares of Inter-Atlantic Class B common stock, plus the contingent deferred payments described below. All shares of Inter-Atlantic common stock to be issued to the stockholders of Patriot as purchase price for Patriot's capital stock will be issued without registration under applicable securities laws pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended. The contingent deferred payments are as follows: in the event that at any time after the closing but prior the fifth anniversary of the closing date of the transaction, the average closing trading price of Inter-Atlantic common stock on the NYSE Amex (or on another national securities market on which the Company's common stock is then quoted for trading) equals or exceeds the following per share amounts for 20 consecutive trading days: (i) \$12, (ii) \$13, (iii) \$14, (iv) \$15 and (v) \$16, then the consideration payable to the stockholders of Patriot shall be increased by an additional 1,000,000 shares of newly issued Inter-Atlantic Class B common stock upon reaching each of the foregoing per share amounts. Inter-Atlantic and the stockholders of Patriot plan to complete the acquisition promptly after the Inter-Atlantic special meeting, provided that:

- Inter-Atlantic's stockholders have approved the acquisition proposal and the charter amendment proposal;
- holders of not more than 2,582,229, or 29.99% of the shares of common stock issued in Inter-Atlantic's initial public offering, or IPO shares, properly elect to exercise their right to convert their shares into cash; and
- the other conditions specified in the Stock Purchase Agreement have been satisfied or waived.

The Stock Purchase Agreement is included as Annex A to this document. We encourage you to read the Stock Purchase Agreement in its entirety. It is the legal document that governs the acquisition. See *The Patriot Stock Purchase Agreement* on page 82.

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Pursuant to the Stock Purchase Agreement:

The directors and executive officers of Patriot will not transfer, sell, assign, pledge or otherwise dispose of the shares of Inter-Atlantic common stock that they receive at the closing of the acquisition, other than certain permitted transfers to relatives, affiliates, family trusts and the like until the six month anniversary, provided, however, that Messrs. Steven Mariano, Timothy Tompkins, Ronald Formento, Richard Allen, John Del Pizzo and C. Timothy Morris shall not transfer all or any part of, or any interest in, any shares of Inter-Atlantic received by them at the Closing or pursuant to the contingent deferred payment until the first anniversary of the Closing.

Andrew Lerner and Frederick Hammer, current directors of Inter-Atlantic, have the right to designate for election or appointment two (2) members to the Board of Directors of Inter-Atlantic, who shall initially be Messrs. Lerner and Hammer. Patriot shall use its reasonable best efforts to cause such designees to be included in the slate of nominees recommended by the Inter-Atlantic Board to Inter-Atlantic's stockholders for election as directors, and Steven Mariano, Chairman, Chief Executive Officer and President of Patriot, shall vote, and cause his respective affiliates to vote, all shares of Inter-Atlantic common stock owned, held or controlled beneficially or of record by Mr. Mariano and his affiliates, in favor of such designees.

Inter-Atlantic stockholders at the time of closing will become holders of Class A common stock, which Class A common stock is anticipated to receive a dividend of \$0.20 per share per quarter, if and when declared by the Board of Directors. Class A common stock is to receive an aggregate of \$2.40 in dividends, inclusive of any quarterly dividends, on or prior to a change of control transaction or liquidation. The Inter-Atlantic Class B common stock only converts into Class A common stock after the Class A common stock receives \$2.40 per share in aggregate dividends or the share price exceeds an average price of \$11 per share for 20 consecutive trading days, whichever is earlier. It is anticipated that the Inter-Atlantic Class B common stock to be received by current Patriot stockholders will not receive dividends.

The form of Amended and Restated Certificate of Incorporation of Inter-Atlantic, which reflects the amendments included in the charter amendment proposal, is included as Annex B to this document. You are encouraged to read the form of Amended and Restated Certificate of Incorporation in its entirety. It is the legal document that will govern Inter-Atlantic following the acquisition. See *Comparison of Stockholder Rights* on page 197.

Conditions to the Completion of the Acquisition (page 87)

Completion of the acquisition is subject to the satisfaction or waiver of specified conditions, including the conditions set forth below. All of these conditions may be waived except for the condition requiring approval of Inter-Atlantic's stockholders and the condition limiting the number of shares of Inter-Atlantic common stock which can elect to exercise their right to convert their shares into cash. Neither Inter-Atlantic nor Patriot has agreed at present to waive any of these conditions.

Conditions to Inter-Atlantic's obligations

the representations and warranties of the stockholders of Patriot must be true and correct;
the stockholders of Patriot must have performed in all material respects all obligations required to be performed by them under the terms of the Stock Purchase Agreement;
no material adverse effect shall have occurred with respect to Patriot since the date of the Stock Purchase Agreement;
Inter-Atlantic's stockholders must have approved the transaction; and
holders of not more than 29.99% of the shares of common stock issued in Inter-Atlantic's initial public offering, or IPO shares, have properly elected to exercise their right to convert their shares into cash.

Conditions to Patriot's stockholders' obligations

the representations and warranties of Inter-Atlantic must be true and correct;
Inter-Atlantic must have performed in all material respects all obligations required to be performed by it under the Stock Purchase Agreement;

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no material adverse effect shall have occurred with respect to Inter-Atlantic since the date of the Stock Purchase Agreement;
Inter-Atlantic's stockholders must have approved the transaction; and
holders of not more than 29.99% of the shares of common stock issued in Inter-Atlantic's initial public offering, or IPO shares, have properly elected to exercise their right to convert their shares into cash.
amendment of the Inter-Atlantic warrants so that these warrants shall be effectively redeemed at closing for no more than \$0.50 per warrant; and
Inter-Atlantic must have a minimum of \$35,000,000 in cash at closing, net of capped transaction expenses (\$4.5 million for Inter-Atlantic and \$3.225 million for Patriot) as set forth in Section 5.12 of the Stock Purchase Agreement and the payment obligations of Inter-Atlantic relating to the transactions contemplated hereby, including the expenses related to the redemption or modification of the outstanding warrants.

Termination

The Stock Purchase Agreement may be terminated at any time prior to the closing of the acquisition, as follows:

- by mutual consent of Inter-Atlantic and the stockholders of Patriot;
- by Inter-Atlantic, on the one hand, or Patriot's stockholders, on the other hand, if the other party has breached any of its covenants or representations and warranties in any material respect; or
- by either party if Inter-Atlantic's stockholders fail to approve the acquisition or if the closing has not occurred by October 9, 2009.

If permitted under applicable law, either Inter-Atlantic or the stockholders of Patriot may waive conditions for their own respective benefit, and consummate the acquisition even though one or more of these conditions have not been met. We cannot assure you that all of the conditions will be satisfied or waived or that the acquisition will occur.

Inter-Atlantic (page 181)

Inter-Atlantic is a blank check company organized as a corporation under the laws of the State of Delaware on January 12, 2007. We were formed for the purpose of acquiring, through a merger, a capital stock exchange, asset acquisition, stock purchase or other similar business combination, an unidentified operating business in the financial services industry or a business deriving a majority of its revenues from providing services to financial services companies (including for example, payment processing companies and technology providers).
On October 9, 2007, we completed our initial public offering (IPO) of 7,500,000 Units. Each Unit consists of one share of our common stock, par value \$0.0001 per share, (the common stock) and one warrant entitling the holder to purchase one share of our common stock at an exercise price of \$4.50. The public offering price of each Unit was \$8.00 and we generated gross proceeds of \$60,000,000 in the IPO. On October 16, 2007, we consummated the closing of 1,110,300 Units pursuant to the underwriters' over-allotment option which generated gross proceeds of \$8,882,400. Of the \$68,882,400 in gross proceeds from the IPO and the exercise of the over-allotment option: (i) we deposited \$66,215,928 into a trust account at American Stock Transfer & Trust Company as trustee, which proceeds were invested in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act of 1940, and included \$2,755,296 of contingent underwriting discount; (ii) the underwriters received \$2,066,472 as underwriting discount (excluding the contingent underwriting discount); and (iii) we retained approximately \$600,000 for offering expenses and working capital. In addition, we deposited into the trust account \$2,300,000 that we received from the issuance and sale of an aggregate of 2,100,000 warrants to our executive officers and directors and 200,000 warrants to one of our stockholders. Inter-Atlantic's common stock, warrants to purchase common stock and units consisting of one share of common stock and one warrant to purchase common stock are listed on the NYSE Amex under the symbols IAN, IAN.WS and IAN.U, respectively. Other than its initial public offering and the pursuit of a business combination, Inter-Atlantic has not engaged in any business to date. If Inter-Atlantic does not consummate a business combination by October 9, 2009, then, pursuant to its certificate of incorporation, as amended, Inter-Atlantic's officers must take all actions necessary to dissolve and liquidate Inter-Atlantic as soon as reasonably practicable.

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Inter-Atlantic will use the proceeds of its initial public offering held in the trust account, \$68,521,491 as of June 30, 2009 as follows:

The Inter-Atlantic stockholders electing to exercise their conversion rights will receive their pro rata portion of the funds deposited in the trust account; and

The remaining funds in the trust account after the distributions listed above will be released to Inter-Atlantic to be used to fund transaction expenses, dividend payments to holders of Class A common stock, if and when declared by the board of directors, to purchase shares from stockholders of Inter-Atlantic who have indicated their intention to vote against the Acquisition and convert their shares into cash, to contribute capital to Guarantee Insurance as necessary and for working capital purposes.

The mailing address of the principal executive office of Inter-Atlantic is 400 Madison Avenue, New York, NY 10017, and its telephone number is (212)581-2000. See Information about Inter-Atlantic on page 181.

Patriot and its Subsidiaries (page 90)

Patriot produces, underwrites and administers alternative market and traditional workers compensation insurance plans and provides claims services for insurance companies, segregated portfolio cell captives and reinsurers. Through its wholly owned insurance company subsidiary, Guarantee Insurance, Patriot may also participate in a portion of the insurance underwriting risk. In its insurance services segment, Patriot generates fee income by providing workers compensation claims services as well as agency and underwriting services. Workers compensation claims services include nurse case management, cost containment services and claims administration and adjudication services. Workers compensation agency and underwriting services include general agency services and specialty underwriting, policy administration and captive management services. Claims services and agency and underwriting services are performed for the benefit of Guarantee Insurance, segregated portfolio captives, Guarantee Insurance's traditional business quota share reinsurers under the Patriot Risk Services brand and for the benefit of another insurance company under its brand, which Patriot refers to as business process outsourcing. In its insurance segment, Patriot generates underwriting income and investment income by providing alternative market workers compensation risk transfer solutions and traditional workers compensation insurance coverage.

Patriot provides insurance services, alternative market workers compensation risk transfer solutions and traditional workers compensation insurance coverage in Florida, where Guarantee Insurance writes a majority of its business, 22 other states and the District of Columbia. Patriot believes that its insurance services capabilities, specialized alternative market product knowledge and its hybrid business model allow it to achieve attractive returns through a range of industry pricing cycles and provide a substantial competitive advantage in areas that are underserved by competitors, who are generally insurance service providers or insurance carriers. Although Patriot currently focuses its business in the Midwest and Southeast, it believes that there are opportunities to market its insurance services, alternative market workers compensation risk transfer solutions and traditional workers compensation insurance coverage in other areas of the United States.

The mailing address of Patriot's principal executive offices is 401 East Las Olas Boulevard, Suite 1540 Fort Lauderdale, Florida 33301, and its telephone number is (954) 670-2900. See Information about Patriot on page 90.

Charter Amendment Proposal (page 64)

Inter-Atlantic is proposing to adopt the amendment and restatement of the certificate of incorporation of Inter-Atlantic to: (1) change the name of Inter-Atlantic to Patriot Risk Management, Inc., (2) remove the provisions which are typically found only in special purpose acquisition companies, including without limitation the termination date and providing for the duration of the corporation to be perpetual, (3) increase the authorized common stock from 49,000,000 shares to [_____] shares and designate [_____] shares as Class A common stock and [_____] shares as Class B common stock, (4) reclassify the outstanding shares of common stock into shares of Class A common stock, (5) provide for certain dividend rights for holders of Class A common stock, (6) require the affirmative vote of 66 2/3 % of all stockholders entitled to vote, voting together as a single class, to (i) amend the certificate of incorporation or adopt a bylaw inconsistent with the certificate of incorporation, and (ii) remove a director for cause, and (7) elect to be governed by Section 203 of the Delaware General Corporation Law, or DGCL. See The Charter Amendment Proposal on page 64.

Director Proposal (page 67)

Inter-Atlantic is proposing that its stockholders elect two Class I directors, three Class II directors and three Class III directors, to Inter-Atlantic's Board of Directors to hold office until each such director's term expires or until their successors are elected and qualified (in the event the acquisition is approved), or Director Proposal A, **OR** elect two Class A directors to Inter-Atlantic's Board of Directors to hold office until the 2012 annual meeting of stockholders and until their successors are elected and qualified (in the event the acquisition is *not* approved), or Director Proposal B. See The Director Proposal on page 67.

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Plan Proposal (page 74)

Inter-Atlantic is proposing that its stockholders adopt Inter-Atlantic's 2009 Stock Incentive Plan. Inter-Atlantic believes that the awards available under the 2009 Stock Incentive Plan will assist Inter-Atlantic in attracting, retaining and motivating employees and officers or those who will become employees or officers of Inter-Atlantic and/or its subsidiaries (including Patriot), and aligning the interests of those individuals with the interests of Inter-Atlantic's shareholders. The 2009 Stock Incentive Plan is included as Annex C to this document. We encourage you to read the 2009 Stock Incentive Plan in its entirety. It is the legal document that governs the plan. See The 2009 Stock Incentive Plan in Annex C.

Adjournment Proposal (page 81)

In the event there are not sufficient votes at the time of the special meeting to approve the acquisition proposal, Inter-Atlantic's Board of Directors may submit a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies. See The Adjournment Proposal on page 81.

Special Meeting of Inter-Atlantic's Warrantheolders and Stockholders (pages 43 and 46)

The special meeting of the warrantheolders and the stockholders of Inter-Atlantic will be held at 10:00 a.m. and 10:30 a.m., Eastern Time, respectively, on _____, 2009, at the offices of DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020.

Voting Power; Record Date (pages 43 and 46)

You will be entitled to vote or direct votes to be cast at the special meeting of warrant holders and the special meeting of stockholders, respectively, if you owned Inter-Atlantic warrants and shares of Inter-Atlantic common stock at the close of business on _____, 2009, which is the record date for the special meetings. For the special meeting of warrantheolders you will have one vote for each share of Inter-Atlantic common stock underlying your Inter-Atlantic warrants, and for the special meeting of stockholders you will have one vote for each share of Inter-Atlantic common stock you owned at the close of business on the record date. Inter-Atlantic warrants do not have voting rights with respect to the Inter-Atlantic special meeting of stockholders.

Vote Required to Adopt the Warrant Redemption Proposal (page 51)

Approval of the warrant redemption proposal requires the affirmative vote of a majority of the Inter-Atlantic warrants outstanding as of the record date. Adoption of the acquisition proposal is conditioned upon the adoption of the warrant redemption proposal but is not conditioned on the adoption of the warrant adjournment proposal.

Inter-Atlantic's initial stockholders intend to vote their Inter-Atlantic warrants, representing an aggregate of approximately 21% of the outstanding Inter-Atlantic warrants, FOR the warrant redemption proposal.

Vote Required to Adopt the Warrant Adjournment Proposal (page 53)

Approval of the warrantheolder adjournment proposal requires the affirmative vote of a majority of the Inter-Atlantic warrants represented in person or by proxy at the special meeting of warrantheolders and entitled to vote thereon as of the record date. Adoption of the warrant adjournment proposal is not conditioned upon the adoption of the warrant redemption proposal.

Inter-Atlantic's initial stockholders have agreed to vote their Inter-Atlantic warrants, representing an aggregate of approximately 21% of the outstanding Inter-Atlantic warrants, FOR the adoption of the warrant adjournment proposal.

Vote Required to Adopt the Acquisition Proposal (page 54)

The affirmative vote of a majority of the issued and outstanding shares of Inter-Atlantic's common stock is required to adopt the acquisition proposal. Adoption of the acquisition proposal also requires the affirmative vote of a majority of the shares of Inter-Atlantic's common stock issued in its initial public offering. Adoption of the acquisition proposal is not conditioned upon the adoption of the plan proposal, the director proposal or the adjournment proposal. If the holders of more than 2,582,229 IPO shares, or 29.99% of the total number of IPO shares, demand conversion of their shares into their pro rata portion of the trust account, then Inter-Atlantic will not consummate the acquisition under the terms of Inter-Atlantic's certificate of incorporation. See Conversion Rights below.

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At the close of business on June 30, 2009, there were 10,485,300 shares of Inter-Atlantic common stock outstanding, 8,610,300 of which were issued in Inter-Atlantic's initial public offering.

With respect to the acquisition proposal, Inter-Atlantic's initial stockholders have agreed to vote their 1,875,000 shares of Inter-Atlantic common stock acquired prior to Inter-Atlantic's initial public offering, representing an aggregate of approximately 17.9% of the outstanding shares of Inter-Atlantic common stock, in accordance with the vote of the majority of the shares of Inter-Atlantic common stock issued in its initial public offering.

Conversion Rights (page 48)

As provided in Inter-Atlantic's certificate of incorporation, holders of IPO shares may, if the stockholder votes against the acquisition proposal, demand that Inter-Atlantic convert their shares into cash. **This demand must be made on the proxy card at the same time that the stockholder votes against the acquisition proposal.** If so demanded, upon consummation of the acquisition, Inter-Atlantic will convert each share of common stock into a pro rata portion of the trust account in which a substantial portion of the net proceeds of Inter-Atlantic's initial public offering are held. Based on the amount of cash held in the trust account at June 30, 2009, you will be entitled to convert each share of common stock that you hold into approximately \$7.96. If you exercise your conversion rights, then you will be exchanging your shares of Inter-Atlantic's common stock for cash and will no longer own these shares. You will only be entitled to receive cash for these shares if you continue to hold these shares through the closing date of the acquisition and then tender your stock certificate to Inter-Atlantic. If the acquisition is not completed, then these shares will not be converted into cash. Warrants are unaffected by the exercise of conversion rights.

The acquisition will not be consummated if the holders of more than 2,582,229 IPO shares, or 29.99% of the total number of IPO shares, exercise their conversion rights.

Prior to exercising conversion rights, Inter-Atlantic stockholders should verify the market price of Inter-Atlantic's common stock as they may receive higher proceeds from the sale of their common stock in the public market than from exercising their conversion rights. Inter-Atlantic's shares of common stock are listed on the NYSE Amex under the symbol IAN.

Vote Required to Adopt the Charter Amendment Proposal (page 64)

Adoption of the charter amendment proposal requires the affirmative vote of a majority of the issued and outstanding shares of Inter-Atlantic's common stock. Adoption of the charter amendment proposal is conditioned upon the adoption of the acquisition proposal but is not conditioned on adoption of the director proposal, the plan proposal or the adjournment proposal.

Inter-Atlantic's initial stockholders intend to vote their shares of Inter-Atlantic common stock, representing an aggregate of approximately 18.0% of the outstanding shares of Inter-Atlantic common stock, **FOR** the charter amendment proposal.

Vote Required to Adopt the Director Proposal (page 67)

Adoption of the director proposal requires a plurality of the shares of Inter-Atlantic's common stock represented in person or by proxy at the meeting. Adoption of the director proposal is conditioned upon the adoption of the acquisition proposal and the charter amendment proposal but is not conditioned on adoption of the plan proposal or the adjournment proposal.

Inter-Atlantic's initial stockholders intend to vote their shares of Inter-Atlantic common stock, representing an aggregate of approximately 18.0% of the outstanding shares of Inter-Atlantic common stock, **FOR** the director proposal.

Vote Required to Adopt the Plan Proposal (page 74)

Adoption of the plan proposal requires the affirmative vote of a majority of the shares of Inter-Atlantic's common stock represented in person or by proxy at the meeting. Adoption of the plan proposal is conditioned upon the adoption of the acquisition proposal and the charter amendment proposal but is not conditioned on adoption of the director proposal or the adjournment proposal.

Inter-Atlantic's initial stockholders intend to vote their shares of Inter-Atlantic common stock, representing an aggregate of approximately 18.0% of the outstanding shares of Inter-Atlantic common stock, **FOR** the plan proposal.

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Vote Required to Adopt the Adjournment Proposal (page 53)

Adoption of the adjournment proposal requires the affirmative vote of a majority of the shares of Inter-Atlantic's common stock represented in person or by proxy at the meeting. Adoption of the adjournment proposal is not conditioned upon the adoption of the acquisition proposal, the charter amendment proposal, the director proposal or the plan proposal.

Inter-Atlantic's initial stockholders have agreed to vote their shares of Inter-Atlantic common stock, representing an aggregate of approximately 18.0% of the outstanding shares of Inter-Atlantic common stock, FOR the adoption of the adjournment proposal.

Appraisal or Dissenters Rights (page 61)

No appraisal or dissenters rights are available under the Delaware General Corporation Law for the stockholders of Inter-Atlantic in connection with the acquisition proposal.

Proxies

Proxies may be solicited by mail, telephone or in person.

If you grant a proxy, you may still vote your shares in person if you revoke your proxy before the special meeting.

Stock Ownership (page 50)

At the close of business on the record date, Andrew S. Lerner, Stephen B. Galasso, D. James Daras, Brett G. Baris, Robert M. Lichten, Frederick S. Hammer, Samuel J. Weinhoff, Michael P. Esposito Jr., P. Carter Rise and Matthew Vertin, together with their affiliates, beneficially owned 1,882,200 shares of Inter-Atlantic common stock, or approximately 18.0% of the outstanding shares of Inter-Atlantic common stock. Such number does not include 2,300,000 shares of common stock issuable upon exercise of warrants held by those individuals and their affiliates. These 1,882,200 shares have a market value of approximately \$14,869,380 based on Inter-Atlantic's closing common stock price of \$7.90 per share on August 14, 2009. Those persons have agreed, with respect to the acquisition proposal, to vote their shares of common stock acquired by them prior to the initial public offering in accordance with the vote of the majority of the shares issued in connection with Inter-Atlantic's initial public offering. For more information on beneficial ownership of Inter-Atlantic's common stock by executive officers, directors and 5% stockholders, see page 188.

Inter-Atlantic's Board of Directors Recommendation

After careful consideration, the Board of Directors of Inter-Atlantic has determined that the warrant redemption proposal and the warrant adjournment proposal is fair and in the best interests of Inter-Atlantic and its stockholders. The Board of Directors has also determined that the acquisition proposal is fair to and in the best interests of Inter-Atlantic and its stockholders. The Board of Directors of Inter-Atlantic has also determined that the charter amendment proposal, the director proposal, the plan proposal and the adjournment proposal are in the best interests of Inter-Atlantic's stockholders. **Inter-Atlantic's Board of Directors unanimously recommends that you vote or give instruction to vote FOR the adoption of the warrant redemption proposal, the warrant adjournment proposal, the acquisition proposal, the charter amendment proposal, the plan proposal, the director proposal and the adjournment proposal.**

Interests of Inter-Atlantic Directors and Officers in the Acquisition (page 62)

When you consider the recommendation of Inter-Atlantic's Board of Directors that you vote in favor of adoption of the acquisition proposal, you should keep in mind that certain of Inter-Atlantic's executive officers and members of Inter-Atlantic's Board, and certain of their affiliates, have interests in the acquisition that are different from, or in addition to, your interest as a stockholder. These interests include, among other things:

If the acquisition is not approved and Inter-Atlantic is therefore required to liquidate, the shares of common stock beneficially owned by Inter-Atlantic's executive officers and directors and their affiliates that were acquired prior to Inter-Atlantic's initial public offering may be worthless because no portion of the net proceeds of Inter-Atlantic's initial public offering that may be distributed upon liquidation of Inter-Atlantic will be allocated to such shares. Similarly, the warrants to purchase Inter-Atlantic common stock held by Inter-Atlantic's executive officers and directors and their affiliates may become worthless if the acquisition is not approved and Inter-Atlantic fails to consummate an alternative transaction within the time allotted pursuant to its certificate of incorporation. In addition, certain

Inter-Atlantic executive officers and directors and their affiliates may not be reimbursed for certain acquisition and other expenses;

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After the completion of the acquisition, it is expected that two of Inter-Atlantic's current directors, Andrew Lerner and Frederick Hammer, will continue to serve on Inter-Atlantic's Board of Directors. Messrs. Lerner and Hammer, as directors of Inter-Atlantic, will, following the acquisition, be compensated in such manner, and in such amounts, as Inter-Atlantic's Board of Directors may determine to be appropriate. No agreements or plans with respect to such compensation have been entered into, adopted or otherwise agreed upon by Inter-Atlantic; and
Certain of Inter-Atlantic's executive officers and directors have agreed in writing that, if Inter-Atlantic liquidates prior to the consummation of a business combination, they may be personally liable to pay debts and obligations to vendors or other entities that are owed money by Inter-Atlantic for services rendered or products sold to Inter-Atlantic in excess of amounts not held in the trust account.

Interests of Patriot Directors and Officers in the Acquisition (page 63)

You should understand that some of the current directors and officers of Patriot have interests in the acquisition that are different from, or in addition to, your interest as a stockholder. In particular:

Steven Mariano has personally guaranteed borrowings by Patriot to third party lenders;
Each of the executive officers of Patriot, including Steven Mariano, the Chief Executive Officer, Michael Grandstaff, Charles Schuver, Timothy Ermatinger, Richard Turner and Theodore Bryant are expected to remain in their present positions with Patriot and each such individual has entered into an employment agreement with Patriot in anticipation of Patriot becoming a public company; and
Each of the executive officers of Patriot, including Steven Mariano, the Chief Executive Officer, Michael Grandstaff, Charles Schuver, Timothy Ermatinger, Richard Turner and Theodore Bryant are expected to receive stock option grants in connection with Patriot becoming a public company.

Comparison of Stockholders Rights (page 197)

In connection with the completion of the acquisition, Inter-Atlantic's certificate of incorporation will be amended and restated to incorporate those amendments approved at the special meeting. See the section "Comparison of Stockholders Rights" starting on page 197.

United States Federal Income Tax Consequences of the Acquisition (page 61)

The U.S. Federal income tax consequences of the warrant redemption proposal and the acquisition of Patriot are discussed in the section entitled "United States Federal Income Tax Consequences of the Acquisition" on page 61.

Regulatory Matters (page 61)

The acquisition and the transactions contemplated by the Stock Purchase Agreement are not subject to any Federal, state or provincial regulatory requirement or approval; other than certain regulatory requirements of the Florida Office of Insurance Regulation.

Risk Factors (page 22)

In evaluating the acquisition proposal, the acquisition proposal, the charter amendment proposal, the director proposal, the plan proposal and the adjournment proposal, you should carefully read this proxy statement and specifically consider the matters discussed under the heading "Risk Factors."

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**QUESTIONS AND ANSWERS ABOUT THE
PROPOSALS FOR THE WARRANTHOLDERS AND STOCKHOLDERS**

Q. What is being voted on?

A. There are two proposals that warrant holders are being asked to vote on. There are five proposals that stockholders are being asked to vote on. The first proposal for warrant holders is the proposal to amend the terms of the warrant agreement governing the Inter-Atlantic warrants exercisable for shares of Inter-Atlantic common stock in order to require the automatic redemption of all of the outstanding Inter-Atlantic warrants, including those held by Inter-Atlantic's sponsors, at a price of \$0.50 per warrant upon the consummation of the business combination proposal. We refer to this first proposal as the warrant redemption proposal. See page 51.

The second proposal allows the adjournment of the special meeting of warrant holders to a later date if necessary to permit further solicitation of proxies in the event that there are not sufficient votes at the time of the special meeting to approve the warrant redemption proposal. We refer to this second proposal as the warrant adjournment proposal. See page 53.

The first proposal for the stockholders is to adopt, and approve the transactions contemplated by, the Stock Purchase Agreement providing for the acquisition of Patriot Risk Management, Inc., which we refer to as Patriot. We refer to this first proposal as the acquisition proposal. See page 54.

The second proposal is to adopt the amendment and restatement of the certificate of incorporation of Inter-Atlantic to: (1) change the name of Inter-Atlantic to Patriot Risk Management, Inc., (2) remove the provisions which are typically found only in special purpose acquisition companies, including without limitation the termination date and providing for the duration of the corporation to be perpetual, (3) increase the authorized common stock from 49,000,000 shares to [_____] shares and designate [_____] shares as Class A common stock and [_____] shares as Class B common stock, (4) reclassify the outstanding shares of common stock into shares of Class A common stock, (5) provide for certain dividend rights for holders of Class A common stock, (6) require the affirmative vote of 66 2/3 % of all stockholders entitled to vote, voting together as a single class, to (i) amend the certificate of incorporation or adopt a bylaw inconsistent with the certificate of incorporation, and (ii) remove a director for cause, and (7) elect to be governed by Section 203 of the Delaware General Corporation Law, or DGCL we call this proposal the charter amendment proposal. See page 64.

The third proposal is to elect two Class I directors, three Class II directors and three Class III directors, to Inter-Atlantic's Board of Directors to hold office until each such director's term expires or until

their successors are elected and qualified (in the event the acquisition is approved), we call this proposal Director Proposal A, **OR** to elect two Class A directors to Inter-Atlantic's Board of Directors to hold office until the 2012 annual meeting of stockholders and until their successors are elected and qualified (in the event the acquisition is *not* approved), we call this proposal Director Proposal B. See page 67.

The fourth proposal is to adopt Inter-Atlantic's 2009 Stock Incentive Plan, which is an equity-based compensation plan. We refer to this fourth proposal as the plan proposal. See page 74.

The fifth proposal allows the adjournment of the special meeting to a later date if necessary to permit further solicitation of proxies in the event that there are not sufficient votes at the time of the special meeting to approve the acquisition proposal and the plan proposal. We refer to this fifth proposal as the adjournment proposal. See page 81.

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Q. Why is Inter-Atlantic proposing the acquisition proposal?

A. Inter-Atlantic was organized to effect a business combination with an operating business. Under the terms of its certificate of incorporation, prior to completing a business combination, Inter-Atlantic must submit the transaction to its stockholders for approval. Having negotiated the terms of a business combination with Patriot, Inter-Atlantic is now submitting the transaction to its stockholders for their approval.

Q. Why is Inter-Atlantic proposing the warrant redemption proposal?

A. Inter-Atlantic's warrant holders are being asked to approve the warrant redemption proposal because the approval of the warrant redemption proposal is a condition to consummation of the acquisition. In addition, Inter-Atlantic's board of directors believes that the elimination of the warrants from the Inter-Atlantic's capital structure will increase Inter-Atlantic's strategic opportunities and attractiveness to future investors
