

Item Other Events

8.01.

The Board of Directors of the registrant has established a Special Committee of independent directors to explore strategic alternatives to enhance shareholder value. These alternatives could include, but are not limited to, a possible sale or merger, recapitalization, strategic alliance or joint venture. The Special Committee has retained Philo Smith Capital Corporation as its financial advisor.

There can be no assurance that the exploration of strategic alternatives will result in any transaction. The registrant does not anticipate any further public comment on this issue unless and until the Special Committee deems it necessary and appropriate.

In connection with the appointment of the Special Committee and the exploration of strategic alternatives, the registrant determined to delay its annual meeting of shareholders. Accordingly, the annual meeting will not be held in May as has been the registrant's historical practice.

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.

Dated: April 26, 2007

PROFESSIONALS DIRECT, INC.

By:

/s/ Stephen M. Tuuk
Stephen M. Tuuk
President and Chief Executive Officer