

STEWART INFORMATION SERVICES CORP

Form 8-K

March 12, 2019

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): March 12, 2019 (March 11, 2019)

STEWART INFORMATION SERVICES CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE 001-02658 74-1677330
(STATE OR OTHER (COMMISSION FILE NO.) (I.R.S. EMPLOYER

JURISDICTION)

IDENTIFICATION NO.)

1980 Post Oak Blvd, Houston, Texas 77056

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (713) 625-8100

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 8.01 Other Events.

On March 11, 2019, Stewart Information Services Corporation ("the Company") received a written notice from Fidelity National Financial, Inc. ("FNF"), pursuant to which FNF exercised the first option under Section 10.01(b)(i) of the Agreement and Plan of Merger dated March 18, 2018 (the "Merger Agreement") by and among the Company, FNF, A Holdco Corp. and S Holdco LLC, to extend the date upon which the Merger Agreement may be terminated by the Company or Stewart (the "End Date") by three months. The extended End Date is now June 18, 2019.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**STEWART
INFORMATION
SERVICES
CORPORATION**

By: /s/ David C. Hisey
*David C. Hisey, Chief
Financial Officer,
Secretary, Treasurer*

Date: March 12, 2019