

**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): February 12, 2020

**Palomar Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-38873**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**83-3972551**  
(I.R.S. Employer  
Identification No.)

**7979 Ivanhoe Avenue, Suite 500  
La Jolla, California 92037**  
(Address of principal executive offices, including zip code)

**(619) 567-5290**  
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	PLMR	Nasdaq Global Select Market

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 Selection 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 12, 2020, Geoffrey I. Miller resigned as a member of the Board of Directors (the “Board”) of Palomar Holdings, Inc. (the “Company”). Mr. Miller’s decision to resign was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

On February 12, 2020, the Board appointed Martha Notaras as a Class II director of the Company effective immediately, to serve until the Company’s 2021 Annual Meeting of Stockholders, and until her successor has been duly elected and qualified, or until her earlier death, resignation or removal. The Board of Directors will consider Ms. Notaras’ assignment to one or more Board committees when it next reviews committee assignments.

There were no arrangements or understandings between Ms. Notaras and any other persons pursuant to which she was elected as a director, and there are no related persons transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission) between Ms. Notaras and the Company required to be disclosed herein.

Ms. Notaras was granted an initial award of 125 restricted stock units (“RSUs”) and an option to purchase 1,722 shares of the Company’s common stock at an exercise price of \$58.06 per share (the “Option”). The RSUs will vest in full on the first anniversary of the grant date and the Option will vest 50% on the first anniversary of the grant date and in twelve (12) equal monthly instalments thereafter, each subject to Ms. Notaras’ continuous service.

The Company will enter into an indemnification agreement with Ms. Notaras for her service as a director of the Company, consistent with the form of the Company’s indemnity agreement entered into with its other directors and filed as an exhibit to the Company’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on March 15, 2019.

A copy of the Press Release announcing the appointment of Ms. Notaras is filed herewith as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press release, dated February 13, 2020</a>

**SIGNATURES**

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 hereunto duly authorized.

**PALOMAR HOLDINGS, INC.**

Date: February 13, 2020

/s/ Mac Armstrong

Mac Armstrong  
Chief Executive Officer  
(Principal Executive Officer)

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### MARTHA NOTARAS JOINS THE BOARD OF DIRECTORS OF PALOMAR HOLDINGS, INC.

La Jolla, CA, February 13, 2020 – Palomar Holdings, Inc. (NASDAQ:PLMR) (“Palomar” or “Company”) today announced that Martha Notaras has been appointed by the Board of Directors (the “Board”) of the Company, effective February 12, 2020. Ms. Notaras will serve for an initial term expiring at Palomar’s 2021 Annual General Meeting of Shareholders and will stand for reelection at that time. Ms. Notaras was appointed to replace Geoffrey I. Miller, who resigned from Palomar’s Board, effective February 12, 2020.

Ms. Notaras is Managing Partner at Brewer Lane Ventures, investing in early stage Insurtech and fintech companies focusing on creating new business models, empowering incumbents and leveraging insights from data & analytics.

Prior to joining Brewer Lane, Ms. Notaras was Partner at XL Innovate. XL Innovate’s Insurtech investments include Lemonade, Embroker, New Energy Risk, GeoQuant, Cape Analytics, Slice Labs and Pillar Technologies. Previously, Ms. Notaras ran corporate development for the business data and analytics division of the Daily Mail, where she acquired 20 companies, including Insurtech pioneer Risk Management Solutions, Inc. (“RMS”). Ms. Notaras earned her A.B. from Princeton University and her MBA from Harvard Business School.

“We are pleased to welcome Martha Notaras to our Board of Directors,” commented Mac Armstrong, the Company’s Chief Executive Officer. “Martha’s brings a wealth of knowledge across a range of industries and subject matters to Palomar’s Board. I know we will benefit tremendously from her experience in the Insurtech and data analytics sectors as well as her financial and capital markets acumen.”

#### **About Palomar Holdings, Inc.**

Palomar Holdings, Inc. is the ultimate parent and insurance holding company of its operating subsidiaries, Palomar Specialty Insurance Company and Palomar Specialty Reinsurance Company Bermuda Ltd. Palomar is an innovative insurer that focuses on the provision of specialty property insurance for residential and commercial clients. Palomar’s underwriting and analytical acumen allow it to concentrate on certain markets that it believes are underserved by other insurance companies, such as the markets for earthquake, wind and flood insurance. Based in La Jolla, California, the company is an admitted carrier in 27 states. Palomar Specialty Insurance Company has an A.M. Best financial strength rating of “A-” (Excellent). To learn more about us, visit [www.palomarspecialty.com](http://www.palomarspecialty.com).

#### **Investor Relations**

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Source: Palomar Holdings, Inc.