

**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)

May 15, 2015 (May 15, 2015)

ATLANTIC AMERICAN CORPORATION

(Exact name of registrant as specified in its charter)

Georgia

0-3722

58-1027114

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS employer
Identification No.)

4370 Peachtree Road, N.E., Atlanta, Georgia

30319

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(404) 266-5500

N/A

(Former name or former address, if changed since last report)

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))

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

On May 15, 2015, in connection with amending the Atlantic American Corporation (the “Company”) Restated Bylaws (as amended, the “Bylaws”) described below, the Company is announcing that each of William H. Whaley, Samuel E. Hudgins and Edward E. Elson, members of the Board of Directors of the Company (the “Board”) will be retiring from the Board upon the completion of their current term of service at the Company’s 2015 annual meeting of stockholders (the “2015 Annual Meeting”).

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 15, 2015, the Board amended Section 3.1 of the Bylaws to provide that any director who is an Independent Director (under Nasdaq Rules) and not a member of the family of the controlling shareholder of the Company shall offer to resign from the Board upon reaching age 72 and not be eligible to stand for reelection to the Board following such individual having reached age 72, absent a waiver from such requirement, which waiver may only be granted by affirmative vote of the majority of the members of the Board, not including the affected member (the “Amendment”).

Item 7.01 Regulation FD Disclosure.

In connection with the Amendment and the Company’s controlling shareholder’s proposed director nominees for election at the 2015 Annual Meeting, the controlling shareholder delivered a letter to the Board. A copy of that letter is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

Item 8.01 Other Events.

Also in connection with the approval of the Amendment, and in order to help assure an orderly transition of the Board, the Board granted a one-year waiver from the foregoing requirement to Dom H. Wyant, a member of the Audit and Stock Option and Compensation Committees of the Board. Mr. Wyant is therefore eligible to serve as a member of the Board until the Company’s 2016 annual meeting of stockholders.

Also on May 15, 2015, the Board established the close of business on May 26, 2015 as the record date for shareholders who will be entitled to vote at the 2015 Annual Meeting. The 2015 Annual Meeting will be held at the principal executive offices of the Company at 4370 Peachtree Road, N.E., Atlanta, Georgia 30319 at 9:00 A.M., Eastern Time, on June 26, 2015. As a controlled company under the Nasdaq Rules, the Board considered and has nominated the following nominees for election at the 2015 Annual Meeting as proposed by the controlling shareholder: Hilton H. Howell, Jr., the Chairman, President and Chief Executive Officer of the Company, Robin R. Howell, Harriett J. Robinson, Joseph M. Scheerer, Scott G. Thompson and Dom H. Wyant, each of whom are currently directors of the Company, and Mr. Keehln Wheeler, age 54, who serves as the president and chief executive officer of MaxMedia, a digital marketing and branding company based in Atlanta, Georgia. Additional information relating to the 2015 Annual Meeting, including detailed biographical information about each of the nominees for director, and information relating to the other matters to be voted on, will be included in the Company’s proxy statement relating to such meeting, which the Company expects to file with the Securities and Exchange Commission and deliver to shareholders of record on the record date, as promptly as practicable.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Name</u>
99.1	Letter to the Board of Directors

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.

ATLANTIC AMERICAN CORPORATION

By: /s/ Hilton H. Howell, Jr.
Hilton H. Howell, Jr.
President and Chief Executive Officer

Date: May 15, 2015

EXHIBIT INDEX

Number
[99.1](#)

Name
Letter to the Board of Directors

Harriett J. Robinson
3500 Tuxedo Road
Atlanta, Georgia 30305

May 15, 2015

To the Members of the
Board of Directors of
Atlantic American Corporation

Dear Friends,

First I want to thank all of you for your many, many years of friendship to Mack Robinson, to me and to our family. Every one of you has been so special to the Robinson family over so many years. And we sincerely want to thank you for that.

But this has been a year of reflection for me, and for Robin and Jill. We have spent so much time thinking about the happy times with Mack, and about the businesses that he created, the causes that he supported, and all that he loved so much.

We are so proud of him as a husband, a father and a leader in Atlanta and beyond. The legacy he created is so important to us, to his grandchildren, and to all the employees of the businesses he built.

There is something that Eddie said to me several times in January this year that I have been thinking about. Eddie said that he thought all the directors who were Mack's friends had been on the Board long enough and that it was time for a new, younger Board. I have talked with Robin and Jill about that, and we have all decided Eddie is right. The officers of the companies have changed and there is a new generation of leaders following in Mack's footsteps and building on his legacy. And we thank you so much for your many years of service. But Eddie is right that the time has come to also change the Board to a new generation.

To the Members of the
Board of Directors of
Atlantic American Corporation

So after a great deal of thought and family discussions, the Robinson family is proposing that we implement a retirement age for independent directors of 72 and that we continue to bring on some additional, new outside directors. We are so happy to have Joe Scheerer on the Board and we will have other new members join the Board soon. I do want to ask that Dom Wyant continue to serve on the Board for one more year so that he can continue to chair the Audit Committee through these changes and be sure that the committee continues without stopping and complete its important tasks and responsibilities.

We have decided to nominate for election as directors this year: Joe Scheerer, Scott Thompson, Dom Wyant, myself (Nita Robinson), Hilton Howell, Robin Howell, and a new nominee Mr. Keehln Wheeler, age 54, the CEO and Founder of MaxMedia, a digital marketing and branding company based in Atlanta.

To the Members of the
Board of Directors of
Atlantic American Corporation

Jill, Robin and I want to thank Eddie, Sam and Dr. Whaley, as well as Dom, for over 25 years of service from each of you. We all know you wish the best for the company, the employees and Mack's legacy as we move the company forward.

Sincerely,

/s/ Harriett J. Robinson

Harriett J. Robinson

/s/ Robin Robinson Howell

Robin Robinson Howell

/s/ Jill Robinson Forsey

Jill Robinson Forsey

To the Members of the
Board of Directors of
Atlantic American Corporation

Delta Fire & Casualty Insurance Company

By: /s/ Harriett J. Robinson
Harriett J. Robinson

Delta Life Insurance Company

By: /s/ Harriett J. Robinson
Harriett J. Robinson

Gulf Capital Services LLP

By: /s/ Harriett J. Robinson
Harriett J. Robinson,
General Partner

2012 Nana and Mack Mack Grandchildren Trust RMR

By: /s/ Harriett J. Robinson
Harriett J. Robinson,
Trustee

2012 Nana and Mack Mack Grandchildren Trust JER

By: /s/ Harriett J. Robinson
Harriett J. Robinson,
Trustee

To the Members of the
Board of Directors of
Atlantic American Corporation

Trust U/W/O J. Mack Robinson FBO Robin Mary Robinson's Children

By: /s/ Harriett J. Robinson
Harriett J. Robinson,
Trustee

Robin Mary Robinson Trust

By: /s/ Harriett J. Robinson
Harriett J. Robinson,
Trustee

Trust U/W/O J. Mack Robinson FBO Jill Elizabeth Robinson's
Children

By: /s/ Harriett J. Robinson
Harriett J. Robinson,
Trustee

Jill Elizabeth Robinson Trust

By: /s/ Harriett J. Robinson
Harriett J. Robinson,
Trustee