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AMERICAN PHYSICIANS SERVICE GROUP INC

Form 8-K

October 18, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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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): October 18, 2006

AMERICAN PHYSICIANS SERVICE GROUP, INC.  
(Exact Name of Registrant as Specified in its Charter)

TEXAS  
(State or Other Jurisdiction  
of Incorporation)

0-11453  
(Commission  
File Number)

75-1458323  
(IRS Employer  
Identification No.)

1301 CAPITAL OF TEXAS HIGHWAY  
SUITE C-300  
AUSTIN, TEXAS 78746  
(Address of Principal Executive Offices, Zip Code)

(512) 328-0888  
(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))

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ITEM 8.01

### OTHER EVENTS

On October 16, 2006 American Physicians Service Group, Inc. filed an amendment to its registration statement on Form S-4. The Company provided additional information and clarifying detail in response to an initial review of the filing by the Securities and Exchange Commission. APS' SHAREHOLDERS ARE ENCOURAGED TO READ THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT/PROSPECTUS THAT WILL BE PART OF THE REGISTRATION STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER.

### 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.

Date: October 18, 2006

American Physicians Service Group, Inc.

Signed: /s/ W.H. Hayes

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Name: W. H. Hayes

Title: Senior Vice President - Finance