

PROFESSIONALS DIRECT INC
Form DEFA14A
August 16, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant T
Filed by a Party other than the Registrant F

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

PROFESSIONALS DIRECT, INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- T No fee required.
 F Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
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 - (4) Proposed maximum aggregate value of transaction:
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£ Fee paid previously with preliminary materials.

£ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Stephen M. Tuuk
President and Chief Executive Officer

August 16, 2007

Dear Professionals Direct Shareholder:

We recently received important news relating to the proposed merger of Professionals Direct, Inc. (the "Company") with a subsidiary of The Hanover Insurance Group, Inc. ("Hanover").

The closing of the merger is subject to, among other things, the approval of the Commissioner of Insurance of the State of Michigan and the Office of Financial and Insurance Services of the Michigan Department of Labor and Economic Growth ("OFIS"). On August 10, 2007, we were notified that OFIS issued an order dated August 6, 2007, approving Hanover's proposed acquisition of control of the Company in accordance with the parties' merger agreement, contingent upon approval of holders of a majority of the common stock of the Company and satisfactory review of fingerprint results for the officers and directors of the Hanover subsidiary merging with the Company.

A proxy statement of the Company relating to the proposed merger was filed with the SEC on August 1, 2007 and has been mailed to shareholders. You can obtain free copies of the proxy statement as well as other filed documents containing information about the Company on the SEC's website at <http://www.sec.gov>. Free copies of the Company's SEC filings are also available from Professionals Direct, Inc. 5211 Cascade Road, S.E., Grand Rapids, Michigan 49546, Attention: Investor Relations.

The Company and its executive officers, directors, other members of management and employees and Hanover may be deemed, under SEC rules, to be participants in the solicitation of proxies from the Company's shareholders with respect to the proposed transaction. Information regarding the executive officers and directors of the Company is set forth in its proxy statement filed with the SEC on August 1, 2007. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by securities holdings or otherwise, are set forth in the proxy statement and other materials filed with the SEC in connection with the proposed transaction.

As described in the Company's proxy statement, a special meeting of the Company's shareholders is scheduled to be held on Friday, September 7, 2007, at the Crowne Plaza Grand Rapids to vote on the merger. We cannot complete the merger unless, among other things, holders of a majority of the outstanding shares of Company common stock vote in favor of the merger. If you fail to vote on the merger, the effect will be the same as if you voted against it. Consequently, if you have not done so already, we urge you to complete, sign and return the proxy card accompanying the Company's proxy statement, to ensure that your shares are voted at the special meeting.

Thank you for your continued support.

Sincerely,

Stephen M. Tuuk

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President and Chief Executive Officer

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