

# **U-HAUL HOLDING CO /NV/**

## **FORM 8-K** (Current report filing)

Filed 02/03/16 for the Period Ending 02/03/16

Address      5555 KIETZKE LANE STE 100  
                 RENO, NV, 89511

Telephone     7756886300

                 CIK 0000004457

Symbol        UHAL

SIC Code      7510 - Services-Auto Rental and Leasing (No Drivers)

Industry      Ground Freight & Logistics

Sector        Industrials

Fiscal Year   03/31

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

February 3 , 201 6

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Date of Report (Date of earliest event reported)

**AMERCO**

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(Exact name of registrant as specified in its charter)

**Nevada**

**1-11255**

**88-0106815**

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(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

**5555 Kietzke Lane, Ste. 100**

**Reno, Nevada 895 11**

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(Address of Principal Executive Offices)

**(775) 688-6300**

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(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:

- 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 8.01. Other Items**

On February 3, 2016, AMERCO announced that its Board of Directors, (the "Board"), based on the recommendation of the Special Committee to the Board made up of independent directors, will not take action at this time on the non-binding stockholder proposal recommending that the Board declare and issue a dividend of seven shares of nonvoting common stock for each common share held.

The Company's press release regarding this is included as Exhibit 99.1.

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

(d)Exhibits.

### Exhibit No.      Description

99.1      Press release dated February 3, 2016 .

### SIGNATURE

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.

Dated: February 3 , 2016

AMERCO

/s/ Jason A. Berg  
Jason A. Berg,  
Principal Financial Officer and  
Chief Accounting Officer

## Exhibit Index

**Exhibit No.**   **Description**

99.1      Press release dated February 3, 2016 .

**Contact:**

**Sebastien Reyes**  
**Director of Investor Relations**  
**AMERCO**  
**(602) 263-6601**  
**[Sebastien\\_Reyes@uhaul.com](mailto:Sebastien_Reyes@uhaul.com)**

**AMERCO ANNOUNCES COMPLETION OF BOARD OF DIRECTORS REVIEW OF STOCKHOLDER PROPOSAL**

**RENO, Nev. (February 3, 2016)** --AMERCO (Nasdaq: UHAL), parent of U-Haul International, Inc., Oxford Life Insurance Company, Repwest Insurance Company and Amerco Real Estate Company, announced that a special committee of the independent directors of the AMERCO Board of Directors (the "Board") has recommended to the Board that the Company take no action on a Stockholder Proposal from its 2015 Annual Meeting of Stockholders (the "Annual Meeting").

In connection with the Annual Meeting, AMERCO received a non-binding stockholder proposal recommending that "the Board of Directors and management act expeditiously to declare and issue a dividend of 7 (seven) shares of nonvoting common stock for each common share held to all AMERCO stockholders of record" (the "Stockholder Proposal").

In response to the Stockholder Proposal the AMERCO Board of Directors formed a Special Committee of independent directors of AMERCO to investigate, review, consider, evaluate, negotiate and make determinations in respect of the transaction(s) contemplated by the Stockholder Proposal. The Special Committee engaged Moelis & Company as its independent financial advisor, and Greenberg Traurig, LLP as its independent legal advisor. As a result of its investigation, the Special Committee determined that it not recommend implementation of the Stockholder Proposal at this time.

**About AMERCO**

AMERCO is the parent company of U-Haul International, Inc., Oxford Life Insurance Company, Repwest Insurance Company and Amerco Real Estate Company. U-Haul is in the shared use business and was founded on the fundamental philosophy that the division of use and specialization of ownership is good for both U-Haul customers and the environment.

Certain of the statements made in this press release regarding our business constitute forward-looking statements as contemplated under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those anticipated as a result of various risks and uncertainties. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. The Company undertakes no obligation to publish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law. For a brief discussion of the risks and uncertainties that may affect AMERCO's business and future operating results, please refer to our Form 10-Q for the quarter ended December 31, 2015, which is on file with the SEC.