

AMERICAN PHYSICIANS SERVICE GROUP INC  
Form DEFA14A  
November 19, 2010

**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

Filed by a Party other than the Registrant

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 §240.14a-12

**AMERICAN PHYSICIANS SERVICE GROUP, INC.**

**(Name of Registrant as Specified In Its Charter)**

**N/A**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

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:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)

Proposed maximum aggregate value of transaction:

(5)

Total fee paid:

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.

(1)

Amount Previously Paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

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American Physicians Service Group, Inc.

November 18, 2010

**YOUR VOTE IS IMPORTANT TO US**

Dear American Physicians Service Group Shareholder:

We value your input as a holder of American Physicians Service Group ( APS ) common stock. To date, our records indicate that we have not received your vote on our proposed merger with ProAssurance Corporation, to be presented at our upcoming Special Meeting of Shareholders, which will be held on Monday, November 29, 2010, at our corporate headquarters in Austin, Texas at 1:00 p.m. local time.

**The APS Board of Directors by unanimous vote has determined that the merger is advisable and in the best interests of APS and its shareholders and urges you to vote your shares FOR the merger proposal.** You may choose to vote by mail, by telephone or via the Internet. For your convenience, a duplicate proxy card and return envelope are enclosed, along with telephone and Internet voting instructions.

If you already have voted, we thank you for your response and your continued support.

Thank you for your investment in APS and your consideration of this matter. We appreciate the confidence you've shown in us by remaining a loyal shareholder over the years.

Sincerely,

Kenneth S. Shifrin  
American Physicians Service Group  
Chairman & Chief Executive Officer

1301 SOUTH CAPITAL OF TEXAS HIGHWAY SUITE C-300, AUSTIN, TEXAS 78746

Phone (800) 252-3628 fax (512) 314-4398 web [www.amph.com](http://www.amph.com)