

RLI CORP  
Form 8-K  
November 30, 2011

**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): **November 30, 2011**

**RLI Corp.**

(Exact name of registrant as specified in its charter)

**Illinois**  
(State or other jurisdiction  
of incorporation)

**001-09463**  
(Commission  
File Number)

**37-0889946**  
(IRS Employer  
Identification No.)

**9025 North Lindbergh Drive, Peoria, IL**  
(Address of principal executive offices)

**61615**  
(Zip Code)

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Registrant's telephone number, including area code: **(309) 692-1000**

**Not applicable**

(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))
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**Item 5.05**                    **Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On November 30, 2011, RLI Corp. ( RLI ) amended and restated its Code of Conduct (as revised, the Code ), which applies to all employees, officers, and directors of RLI and its subsidiaries. The amendments include several changes throughout to clarify, enhance, and update the Code.

The foregoing description does not purport to be a complete description of the amendments to the Code and the above description is qualified in its entirety by reference to the complete Code, available in the Investors      Compliance      Governance Documents section of RLI's website at [www.rlicorp.com](http://www.rlicorp.com).

**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.

RLI CORP.

Date: November 30, 2011

By: */s/ Daniel O. Kennedy*  
Daniel O. Kennedy  
Vice President and General Counsel