

INVESTORS TITLE CO  
Form SC 13G/A  
January 03, 2014

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 8)\***

**Investors Title Company**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**461804106**

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

“ Rule 13d-1(c)

“ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 461804106

1. Names of reporting persons

I.R.S. Identification Nos. of above persons (Entities Only)

Markel Corporation

54-1959284

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Citizenship or place of organization

Virginia Corporation

5. Sole voting power

Number of

shares 213,300

6. Shared voting power

beneficially

owned by -0-

each 7. Sole dispositive power

reporting

person 213,300

8. Shared dispositive power

with

3,050

9. Aggregate amount beneficially owned by each reporting person

216,350

10. Check Box if the aggregate amount in Row (9) excludes certain shares

11. Percent of class represented by amount in Row (9)

10.47%

12. Type of reporting person

HC, CO

- Item 1.** (a) Name of Issuer:  
Investors Title Company
- (b) Address of Issuer's Principal Executive Offices:  
121 North Columbia Street  
Chapel Hill, North Carolina 27514

- Item 2.** (a) Name of Person Filing:  
Markel Corporation
- (b) Address of Principal Business Office or, if none, Residence:  
4521 Highwoods Parkway  
Glen Allen, Virginia 23060
- (c) Citizenship:  
Virginia Corporation
- (d) Title of Class of Securities:

The Company will pay awards earned under the 2016 LTIP to participants no later than the date that is the 15th day of the third month following fiscal year 2018, provided that the participant is actively employed by us on the payment date (unless otherwise prohibited by law). Certain additional conditions will apply for a participant whose employment with the Company terminates due to his or her death or disability prior to the payment date.

2016 RSU Awards

The 2016 RSU Awards are designed to constitute 50% of a participant's overall LTI target opportunity, based on the value of the participant's 2016

RSU Award on the grant date of May 2, 2016. Each Restricted Stock Unit represents a contingent right to receive one share of the Company's common stock upon satisfaction of the vesting conditions. The 2016 RSU Awards will vest in installments May 2, 2017 (25%), May 2, 2018 (25%) and May 2, 2019 (50%), subject to satisfaction of vesting conditions, including continued employment. Certain additional conditions will apply for a participant whose employment with the Company terminates due to his or her death or disability prior to the vesting date.

Executive  
Compensation Recovery  
Provisions

The Company's annual and long-term incentive programs contain executive compensation recovery provisions. The relevant provisions provide that the Company will seek reimbursement from participating executives if the Company's financial statements or approved financial measures are subject to restatement due to error or misconduct, to the extent permitted by law.



Item 9.01 Financial  
Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	2016 Additional Definition Under Lands' End, Inc. Annual Incentive Plan (As Amended and Restated)
10.2	2016 Additional Definition Under Lands' End, Inc. Long-Term Incentive Program (As Amended and Restated)

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SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LANDS' END, INC.

Date:

April By: /s/ Dorian R.  
29, Williams  
2016

Name:

Dorian R. Williams

Title: Senior

Vice President,

General Counsel and

Corporate

Secretary

ALIGN="top"> (iv) Shared power to dispose or to direct the disposition of: 3,050

**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Essex Insurance Company, Markel American Insurance Company and Evanston Insurance Company (each insurance company subsidiaries of Markel Corporation) and certain other investors advised by Markel-Gayner Asset Management Corporation, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of Investors Title Company. The interest of each of such persons relates to less than five percent of the Common Stock of Investors Title Company, except for Essex Insurance Company, a Delaware corporation and insurance company located at 4521 Highwoods Parkway, Glen Allen, Virginia 23060 whose interest relates to 152,600 shares or 7.4% of the Common Stock of Investors Title Company.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

See Item 6 and attached Exhibit A.

**Item 8. Identification and Classification of Members of the Group**

Not applicable. See attached Exhibit A.

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 3, 2014

**Date**

/s/ Thomas S. Gayner

**Signature**

President and Chief Investment Officer

**Title**

SCHEDULE 13G

Pursuant to the instructions in Item 7 of Schedule 13G, Markel-Gayner Asset Management Corporation ( Markel Gayner ), 4521 Highwoods Parkway, Glen Allen, Virginia 23060, a Virginia corporation and an investment adviser registered under the Investment Advisers Act of 1940, is the beneficial owner of 216,350 shares or 10.47% of the outstanding Common Stock of Investors Title Company (the Company ) as a result of acting as investment adviser to Essex Insurance Company, Markel American Insurance Company, Evanston Insurance Company (each wholly owned subsidiaries of Markel Corporation), and certain other investors.

Markel Corporation, through its control of Markel Gayner, Essex Insurance Company, Markel American Insurance Company and Evanston Insurance Company, has sole power to direct the voting and disposition of shares of Common Stock of the Company held by those entities. Markel Corporation, through its control of Markel Gayner, has shared power to direct the disposition, but not the voting, of shares of Common Stock of the Company held by certain other investors advised by Markel Gayner.