

OLD REPUBLIC INTERNATIONAL CORP

Form 8-K

August 21, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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) August 17, 2017

OLD REPUBLIC
INTERNATIONAL
CORPORATION

(Exact name of
registrant as
specified in its
charter)

Delaware	001-10607	36-2678171
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

307 North Michigan Avenue, Chicago, Illinois 60601
(Address of principal executive offices) (Zip Code)

(312) 346-8100
(Registrant's telephone number, including area code)

N /A
(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 (see General Instruction A.2 below):

- ☐ 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 140.14d-2(b))

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☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officer; Election of Directors Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Old Republic International Corporation (the “Registrant”, “Company”, or “Old Republic”) announced that Mr. Glenn W. Reed (age 64) was elected a Class II director of the Company effective August 17, 2017. Mr. Reed was, until his recent retirement, a managing director of the Vanguard Group. The Board of Directors also named Mr. Reed a member of the Compensation and Governance and Nominating committees. There are no arrangements or understanding between Mr. Reed and any person or entity concerning his selection as a director and there is no plan, contract, arrangement or material compensation agreement with Mr. Reed, other than he will receive the same directors fees as other directors. Further, neither Mr. Reed nor any member of his immediate family, have had any disqualifying relationship with the Company during the past two years and he has been affirmatively determined to be an independent director by the Board of Directors in accordance with the Listed Company Standards of the New York Stock Exchange and the rule and regulation of the Security Exchange Commission concerning independence.

A full text of the Registrant’s announcement is included as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated August 17, 2017.

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 thereunto duly authorized.

OLD REPUBLIC
INTERNATIONAL
CORPORATION
Registrant

Date: August 18, 2017 By: /s/ John R. Heitkamp,
Jr.
John R. Heitkamp, Jr.
Senior Vice President,
Secretary and General Counsel

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EXHIBITS

Exhibits

99.1 Press
Release
dated
August 17,
2017