

GALLITANO DAVID J

Form 4

August 19, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GALLITANO DAVID J

(Last) (First) (Middle)

THE HANOVER INSURANCE
GROUP, INC., 440 LINCOLN
STREET

(Street)

WORCESTER, MA 01653

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
HANOVER INSURANCE GROUP,
INC. [THG]3. Date of Earliest Transaction
(Month/Day/Year)
08/17/20094. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	08/17/2009		A		209	A	11
					7,300	(2)	I
							Deferral Agreement (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GALLITANO DAVID J
THE HANOVER INSURANCE GROUP, INC.
440 LINCOLN STREET
WORCESTER, MA 01653

X

Signatures

Walter H. Stowell pursuant to Confirming
Statement

08/19/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares granted pursuant to Issuer's 2006 Long-Term Incentive Plan; receipt deferred at the election of Reporting Person.

(2) Does not include 5,012 shares held directly by Reporting Person.

(3) Shares held indirectly in a Rabbi Trust pursuant to a deferral agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. the State of Delaware. Section 145 (Section 145) of the Delaware General Corporation Law, as the same exists or may hereafter be amended (the DGCL), provides that a Delaware corporation may indemnify any persons who were, are or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or

proceeding, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal. A Delaware corporation may indemnify any persons who are, were or are threatened to be made, a party to any threatened, pending or completed action or suit by or in the right of the corporation by reasons of the fact that such person was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests, provided that no indemnification is permitted without judicial approval if the officer, director, employee or agent is adjudged to be liable to the corporation. Where an officer, director, employee or agent is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director has actually and reasonably incurred.

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Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against him and incurred by him in any such capacity, arising out of his status as such, whether or not the corporation would otherwise have the power to indemnify him under Section 145.

Article Eighth of NIC's certificate of incorporation includes a provision which eliminates directors' personal liability to the fullest extent permitted under the DGCL. Under Article Ninth of NIC's certificate of incorporation and Article XII of its by-laws, as amended, NIC shall indemnify any person who was or is made a party or is threatened to be made party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of NIC (including any predecessor corporation of NIC), or is or was serving at the request of NIC as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith to the fullest extent authorized by the DGCL. Such right of indemnification shall be a contract right and shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire under any statute, NIC's certificate of incorporation, NIC's by-laws, agreement, vote of stockholders or disinterested directors or otherwise. NIC also maintains a policy of directors and officers liability insurance covering certain liabilities incurred by its directors and officers in connection with the performance of their duties.

The foregoing statements are subject to the detailed provisions of the DGCL and the certificate of incorporation and bylaws of NIC.

Item 16. Exhibits.

Reference is made to the attached Exhibit Index, which is incorporated by reference in this Item 16.

Item 17. Undertakings.

(a) Each of the undersigned registrants hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the

form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) above do not apply if information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with

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or furnished to the Commission by the registrants pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
 - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
 - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the registrants under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrants undertake that in a primary offering of securities of the undersigned registrants pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrants will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i)

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Any preliminary prospectus or prospectus of the undersigned registrants relating to the offering required to be filed pursuant to Rule 424;

- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrants or used or referred to by the undersigned registrants;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrants or their securities provided by or on behalf of the undersigned registrants; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrants to the purchaser.
- (b) Each of the undersigned registrants hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of such annual report pursuant to Section 13(a) or Section 15(d) of the

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Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

- (c) If the securities being registered are offered to existing security holders pursuant to warrants or subscription rights and any securities not taken by security holders are to be reoffered to the public, each undersigned registrant hereby undertakes to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by the underwriters during the subscription period, the amount of unsubscribed securities to be purchased by the underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters is to be made on terms differing from those set forth on the cover page of the prospectus or applicable prospectus supplement, a post-effective amendment will be filed to set forth the terms of such offering.
- (d) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrants pursuant to the provisions referred to in Item 15, or otherwise, each of the registrants has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by such registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, such registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
- (e) Each of the undersigned registrants hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act of 1939 in accordance with the rules and regulations prescribed by the SEC under Section 305(b)(2) of the Trust Indenture Act of 1939.

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 on this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lisle, State of Illinois, on January 12, 2017.

NAVISTAR INTERNATIONAL
CORPORATION

/s/ Troy A. Clarke
President and Chief Executive Officer and
Director

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on January 12, 2017:

Signature	Capacity
/s/ Troy A. Clarke	President and Chief Executive Officer and Director
Troy A. Clarke	(Principal Executive Officer)
/s/ Walter G. Borst	Executive Vice President and Chief Financial Officer
Walter G. Borst	(Principal Financial Officer)
/s/ Samara A. Strycker	Senior Vice President and Corporate Controller
Samara A. Strycker	(Principal Accounting Officer)
*	Director
Michael N. Hammes	
*	Director
Vincent J. Intrieri	
*	Director
James H. Keyes	
*	Director
Stanley A. McChrystal	
*	Director
Samuel J. Merksamer	

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*

Director

Mark H. Rachesky

*

Director

Michael Sirignano

*

Director

Dennis D. Williams

* The undersigned, by signing his name hereto, does sign and execute this Post-Effective Amendment No. 1 to this Registration Statement on Form S-3 pursuant to the Power of Attorney executed by the above-named directors of the registrant and filed as Exhibit 24.1 hereto on behalf of such directors.

By: /s/ Troy A. Clarke
Troy A. Clarke
Attorney-in-Fact

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 on this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lisle, State of Illinois, on January 12, 2017.

NAVISTAR INC.

/s/ Walter G. Borst
Executive Vice President and Chief Financial
Officer

EXHIBIT INDEX

Exhibit No.	Description
1.1*	Form of Underwriting Agreement.
3.1**	Restated Certificate of Incorporation of Navistar International Corporation, dated February 12, 2015 (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K, which was dated February 11, 2015 and filed on February 18, 2015, Commission File No. 001-09618).
3.2**	Third Amended and Restated By-Laws of Navistar International Corporation, effective October 5, 2012 (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K, which was dated and filed on October 10, 2012, Commission File No. 001-09618).
3.3**	Amended Certificate of Incorporation of Navistar, Inc. (incorporated by reference to Exhibit 3.5 to Registration Statement on Form S-3 filed October 20, 2009, SEC Registration No. 333-162588).
3.4**	By-laws of Navistar, Inc. (incorporated by reference to Exhibit 3.6 to Registration Statement on Form S-3 filed October 20, 2009, SEC Registration No. 333-162588).
4.1**	Navistar International Corporation Restated Stock Certificate (incorporated by reference to Exhibit 4.20 to Form 10-Q for the period ended January 31, 2002, which was dated and filed March 11, 2002, Commission File No. 001-9618).
4.2**	Form of Indenture for Senior Notes among Navistar International Corporation, Navistar Inc., as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.14 to Registration Statement on Form S-3 dated and filed October 24, 2012, SEC Registration No. 333-184565-01).
4.3*	Form of Senior Debt Securities.
4.4**	Indenture, dated as of October 28, 2009, by and among Navistar International Corporation, as Issuer, Navistar, Inc., as Guarantor, and The Bank of New York Mellon Trust Company, as Trustee, for Navistar International Corporation's 8.25% Senior Notes due 2021 (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K dated and filed October 28, 2009, Commission File No. 001-09618.)
4.5**	Form of Indenture for Subordinated Debt Securities among Navistar International Corporation, Navistar Inc., as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.5 to Registration Statement on Form S-3 filed October 20, 2009, SEC Registration No. 333-162588).
4.6*	Form of Subordinated Debt Securities.
4.7**	Indenture, dated as of October 11, 2013, between Navistar International Corporation, as Issuer, and Wilmington Trust, National Association, as Trustee, for Navistar International Corporation's 4.50% Senior Subordinated Convertible Notes due 2018 (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K dated and filed October 11, 2013, Commission File No. 001-09618).
4.8**	Form of 4.50% Senior Subordinated Convertible Note due 2018 (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K dated and filed October 11, 2013, Commission File No. 001-09618).

4.9**

First Supplemental Indenture, dated May 19, 2014, to Indenture, dated as of October 11, 2013, between Navistar International Corporation and Wilmington Trust, National Association, as Trustee, for Navistar International Corporation's 4.50% Senior Subordinated Convertible Notes due 2018 (incorporated by reference to Exhibit 4.17 to Quarterly Report on Form 10-Q dated and filed September 3, 2014, Commission File No. 001-09618).

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- 4.10** Indenture, dated as of March 24, 2014, between Navistar International Corporation, as Issuer, and Wilmington Trust, National Association, as Trustee, for Navistar International Corporation's 4.75% Senior Subordinated Convertible Notes due 2019 (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K dated March 18, 2014 and filed March 24, 2014, Commission File No. 001-09618).
- 4.11** Form of 4.75% Senior Subordinated Convertible Note due 2019 (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K dated March 18, 2014 and filed March 24, 2014, Commission File No. 001-09618).
- 4.12** First Supplemental Indenture, dated May 19, 2014, to Indenture, dated as of March 24, 2014, between Navistar International Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee, for Navistar International Corporation's 4.75% Senior Subordinated Convertible Notes due 2019 (incorporated by reference to Exhibit 4.18 to Quarterly Report on Form 10-Q dated and filed September 3, 2014, Commission File No. 001-09618).
- 4.13* Form of Warrant Agreement(s) (including form of Warrant Certificate(s)).
- 4.14* Form of Deposit Agreement (including form of Depositary Receipt).
- 4.15* Form of Purchase Contract (including form of Purchase Contract certificate) and, if applicable, Pledge Agreement.
- 4.16* Form of Unit Agreement (including form of Unit Certificate).
- 4.17* Form of Certificate of Designation.
- 5.1** Opinion of Kirkland & Ellis LLP.
- 12.1** Computation of Ratio of Earnings to Fixed Charges.
- 23.1** Consent of KPMG LLP.
- 23.4** Consent of Kirkland & Ellis LLP (to be included in Exhibit 5.1).
- 24.1** Powers of Attorney.
- 25.1*** Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of The Bank of New York Mellon Trust Company, N.A., as Trustee for the form of senior indenture for the Senior Debt Securities.
- 25.2*** Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of The Bank of New York Mellon Trust Company, N.A., as Trustee for the form of subordinated indenture for the Subordinated Debt Securities.
- 25.3*** Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of The Bank of New York Mellon Trust Company, N.A., as Trustee for the Indenture, dated as of October 28, 2009 relating to the 8.25% Senior Notes due 2021 and related guarantees of the 8.25% Senior Notes due 2021.

* To be filed, if necessary, subsequent to the effectiveness of this registration statement by an amendment to the registration statement or incorporated by reference to a Current Report on Form 8-K.

** Previously filed.

*** To be filed in accordance with the requirements of Section 305(b)(2) of the Trust Indenture Act of 1939, as amended, and the rules and regulations promulgated thereunder.

Instruments defining the rights of holders of other unregistered long-term debt of Navistar International Corporation and its subsidiaries have been omitted from this exhibit index because the amount of debt authorized under any such instrument does not exceed 10% of the total assets of the registrant and its consolidated subsidiaries. The registrant agrees to furnish a copy of any such instrument to the Commission upon request.

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