

OLD REPUBLIC INTERNATIONAL CORP
Form DEF 14A
April 25, 2014

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME AND
DATE

3:00 P.M., Central Daylight Time,
Friday, May 23, 2014

PLACE

Old Republic Building
22nd Floor Conference Center
307 N. Michigan Avenue
Chicago, Illinois 60601

ITEMS OF
BUSINESS

- To elect four members of the Class 3 Board of Directors, each for a term of three years.
- To ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for 2014.
- To have an advisory vote concerning the Company's executive compensation.
- To transact such other business as may properly come before the meeting and any adjournment or postponement thereof.

RECORD
DATE

You can vote if you are a shareholder of record on March 28, 2014.

ANNUAL REPORT TO SHAREHOLDERS

Our annual report to shareholders for the year 2013 is printed together with this proxy statement. The Company's Forms 10-K, 10-Q and other reports to shareholders may be accessed through our website at www.oldrepublic.com or by writing to Investor Relations at the Company address.

PROXY
VOTING

It is important that your shares be represented and voted at the Meeting. You can vote your shares

by completing and returning your proxy card or by voting on the Internet or by telephone.

April 15, 2014

By order of the Board of Directors

Spencer LeRoy III
Senior Vice President, General
Counsel
and Secretary

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Proxy Statement
OLD REPUBLIC INTERNATIONAL CORPORATION
ANNUAL MEETING OF SHAREHOLDERS
May 23, 2014

GENERAL INFORMATION

This proxy statement is being furnished to the shareholders of Old Republic International Corporation, a Delaware insurance holding corporation (together with its subsidiaries, the "Company", "Old Republic" or "ORI"), 307 North Michigan Avenue, Chicago, Illinois 60601, in connection with the solicitation of proxies by its Board of Directors for use at the annual meeting of shareholders to be held on May 23, 2014 and any adjournments thereof. The approximate date on which this proxy statement and the accompanying proxy are first being sent to the shareholders is April 15, 2014.

The proxy may be revoked at any time before it is voted by written notification addressed to the persons named therein as proxies, and mailed or delivered to the Company at the above address. All shares represented by effective proxies will be voted at the meeting and at any adjournments thereof.

If the enclosed proxy is properly executed and returned in time for voting, the shares represented thereby will be voted as indicated thereon. If no specification is made, the proxy will be voted by the proxy committee for the election of the director nominees named below (or substitutes thereof if any nominees are unable or refuse to serve); for the selection of the Company's independent registered public accounting firm; for the advisory vote concerning the Company's executive compensation as recommended by the Board of Directors; and in its discretion upon any other matters which may properly come before the meeting.

The Company has one class of voting stock outstanding, Common Stock, \$1.00 par value per share ("Common Stock"). On March 28, 2014 there were 260,546,465 shares of Common Stock outstanding and entitled to one vote each on all matters considered at the meeting. Shareholders of record as of the close of business on that date are entitled to notice of and to vote at the meeting. There are no cumulative voting rights with respect to the election of directors.

VOTING PROCEDURES

The Company's Certificate of Incorporation and By-laws do not proscribe any voting procedures. Therefore, the General Corporation Law of the State of Delaware applies and specifies that unless the corporation's Certificate of Incorporation or By-laws provide otherwise, votes on matters presented at Shareholders' Meetings are decided as follows: (1) directors are elected by a plurality of the shares present in person or by proxy at the meeting and entitled to vote, (2) amendments to the Company's Certificate of Incorporation are determined by the affirmative vote of the majority of shares outstanding and entitled to vote, and (3) all other matters are determined by the affirmative vote of the majority of shares present in person or by proxy at the meeting and entitled to vote. The regulation concerning the frequency of voting on executive compensation matters requires that the shareholders have the ability to select the interval for advisory votes on executive compensation. The shareholders of the Company recommended at its 2012 meeting and the Board of Directors concurred in having annual votes on executive compensation.

Under Delaware law, the votes at the Company's Annual Shareholders' Meeting will be counted by the inspectors of election appointed by the Chairman at the meeting. The inspectors are charged with ascertaining the number of shares outstanding, the number of shares present, whether in person or by proxy, and the validity of all proxies. The inspectors are entitled to rule on any voting challenges and are responsible for the tabulation of the voting results.

A quorum for the Company's Annual Shareholders' Meeting is one third of the shares outstanding and entitled to vote appearing in person or by proxy at the meeting. Under Delaware law, abstentions are counted in determining the quorum of the meeting and as having voted on any proposal on which an abstention is voted. Therefore, on those proposals which require a plurality vote of the shares entitled to vote in person or by proxy at the meeting the vote of an abstention has no effect. However, on those proposals which require an affirmative vote of the majority of shares present in person or by proxy at the meeting the vote of an abstention has the effect of a vote against the proposal.

Shares beneficially owned but registered in the name of a broker or bank will be counted for the determination of a quorum for the meeting if there is a discretionary voting item on the meeting agenda within the meaning of section 402.08 of the New York Stock Exchange ("NYSE") listed company manual. If there is a discretionary item on the agenda and the broker or bank does not vote these shares (a "non-vote"), they will not be counted as having voted on the proposal. Therefore, on those proposals which require a plurality or a majority vote of the shares at the meeting that are entitled to vote, a non-vote will have no effect. However, on those proposals which require an affirmative vote of the majority of the shares outstanding who are entitled to vote, a non-vote has the effect of a vote against the proposal. If there are no discretionary voting items on the meeting agenda, shares beneficially held in the name of a broker or bank shall not be counted in determining a quorum. This year Item 2 is a discretionary voting item.

Shareholders can simplify their voting and save Old Republic expense by voting by telephone or by Internet. If you vote by telephone or Internet, you need not mail back your proxy card. Telephone and Internet voting information is provided on your proxy card. A Control Number, located on the proxy card, is designed to verify your identity and allow you to vote your shares and confirm that your voting instructions have been properly recorded. If your shares are held in the name of a bank or broker, follow the voting instructions on the form you receive from that firm. To revoke a proxy given, or change your vote cast, by telephone or Internet, you must do so by following the directions on your proxy card, provided such changes are made by 12:01 AM, Eastern Daylight Time on May 22, 2014.

HOUSEHOLDING OF PROXIES

The Securities and Exchange Commission (“SEC”) has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for annual reports and proxy statements with respect to two or more shareholders sharing the same address by delivering a single annual report and/or proxy statement addressed to those shareholders. This process, which is commonly referred to as “householding”, potentially provides extra convenience for shareholders and cost savings for companies. The Company and some brokers who distribute annual reports and proxy materials may deliver a single annual report and/or proxy statement to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders.

Once you have received notice from your broker or the Company that your broker or the Company will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. You may request to receive promptly at any time a separate copy of our annual report or proxy statement by sending a written request to the Company at the above address, attention Investor Relations, or by visiting our website, www.oldrepublic.com and downloading this material.

If, at any time, you no longer wish to participate in householding and would prefer to receive a separate annual report and proxy statement in the future, please notify your broker if your shares are held in a brokerage account, or if you hold registered shares, the Company’s transfer agent, Wells Fargo Shareholder Services, P.O. Box 64874, St. Paul, MN 55075, phone number 800-468-9716.

SHAREHOLDER PROPOSALS FOR THE 2015 ANNUAL MEETING

In order for a proposal by a shareholder of the Company to be included in the Company's proxy statement and form of proxy for the 2015 Annual Meeting of Shareholders, the proposal must be received by the Company no later than 120 days before the anniversary date of the Company’s last proxy statement (December 16).

OTHER MATTERS FOR THE SHAREHOLDER MEETING

The Company knows of no matters, other than those referred to herein, which will be presented at the meeting. If, however, any other appropriate business should properly be presented at the meeting, the proxies named in the enclosed form of proxy will vote the proxies in accordance with their best judgment.

EXPENSES OF SOLICITATION

All expenses incident to the solicitation of proxies by the Company will be paid by the Company. In addition to solicitation by mail, the Company has retained D. F. King & Company of New York City, to assist in the solicitation of proxies. Fees for this solicitation are expected to be approximately \$9,500. The Company intends to reimburse brokerage houses and other custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred in forwarding copies of solicitation material to beneficial owners of Common Stock held of record by such persons. In a limited number of instances, regular employees of the Company may solicit proxies in person or by telephone.

PRINCIPAL HOLDERS OF SECURITIES

The following tabulation shows with respect to (i) each person who is known to be the beneficial owner of more than 5% of the Common Stock of the Company; (ii) each director and Executive Officer of the Company (including nominees); and (iii) all directors and Executive Officers, as a group: (a) the total number of shares of Common Stock beneficially owned as of March 14, 2014, except as otherwise noted, and (b) the percent of the class of stock so owned as of the same date:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent Of Class(*)		
Common Stock Shareholders' beneficial ownership of more than 5% of the Common Stock	Loomis Sayles & Co., L.P. One Financial Center Boston, Massachusetts 02111	26,391,768(1)	8.9		
	BlackRock, Inc. 40 East 52nd Street New York, New York 10022	19,805,784(1)	7.6		
	Capital Research Global Investors 333 South Hope Street Los Angeles, California 90071	19,271,200(1)	7.4		
	State Street Corporation State Street Financial Center One Lincoln Street Boston, Massachusetts 02111	16,384,734(1)	6.3		
	Old Republic International Corporation Employees Savings and Stock Ownership Trust 307 N. Michigan Avenue Chicago, Illinois 60601	14,009,007(2)	5.4		
	The Vanguard Group 100 Vanguard Blvd. Malvern, Pennsylvania 19355	13,215,044(1)	5.1		
Name of Beneficial Owner	Shares To Stock Options(*)	Shares Held By Employee Plans(*) (2)(3)	Other Shares Beneficially Owned(*)	Total	Percent Of Class(*)

Common
Stock

Directors' and	Harrington Bischof	-	-	20,239	20,239(4)	**
Executive	Jimmy A. Dew	-	123,781	737,657	861,438(5)	0.3
Officers' (including	John M. Dixon	-	-	19,861	19,861	XI. Audit Committee Report

The Board of Directors has established an Audit Committee, whose responsibilities are set forth in the Audit Committee Charter. All members of the Audit Committee are deemed to be independent, as such term is defined in the NASDAQ listing standards. The Audit Committee oversees the operation of the Company's Audit Department. The Audit Committee also periodically meets with the independent public accountants for the Company and its subsidiaries, and makes recommendations to the Board of Directors concerning any matters related to the independent public accountants.

The Audit Committee has reviewed and discussed the audited financial statements with management. The Audit Committee has also discussed with the independent auditors the matters required to be discussed by SAS 61, as amended by SAS 90. The Audit Committee has discussed with the independent auditors the auditors' independence, and has received the written disclosures and the letter from the independent auditors required by Independence Standards Board, Standard No. 1. The Audit Committee has considered whether the independent auditors' provision of non-audit services is compatible with maintaining the auditors' independence.

The Audit Committee has discussed with management and the independent auditors the process used for certifications by the Company's chief executive officer and chief financial officer which are required for certain periodic filings by the Company with the SEC. The Board of Directors maintains an Audit Committee Charter, which meets the requirements of the Sarbanes-Oxley Act of 2002, and rules promulgated by the SEC.

Based upon the reviews and discussions with management and the independent auditors as referenced above, the Audit Committee has recommended to the Board of Directors that the financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2007 for filing with the SEC.

This report is presented by the Audit Committee, consisting of the following persons:

Drew Allen, Chairman Rex E. Kelly Dan Magruder

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The Company's Audit and Non-Audit Service Pre-Approval Policy stipulates that all services provided by the independent accountants are subject to specific pre-approval by the Audit Committee. During 2007, the Company was in compliance with this Policy.

The following table sets forth the aggregate fees billed by PKM for the years ended December 31, 2007 and 2006 for professional services rendered for: Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees. Audit Fees includes aggregate fees billed for professional services rendered by PKM for the audit of the Company's annual consolidated financial statements for the years ended December 31, 2007 and 2006, including the audit of internal controls over financial reporting, review of the annual report on Form 10-K and reviews of quarterly consolidated financial statements included in periodic reports filed with the SEC during 2007 and 2006, including out of pocket expenses. Audit-Related Fees include fees billed for professional services rendered by PKM during the year ended December 31, 2007, which relate to the audit of the Company's employee stock ownership and 401(k) plans for the years ended December 31, 2006 and 2005. Tax Fees include the aggregate fees billed for tax services rendered by PKM during the year ended December 31, 2007. These services consisted of tax compliance and tax consultation services. There were no other fees paid to PKM during 2007 and 2006.

	Audit Fees	Audit-Related Fees	Tax Fees
2007	\$244,126	\$ 28,500	\$19,950
2006	208,158		

XIII. Proposals of Shareholders

In order for a shareholder proposal to be included in a Proxy Statement and form of Proxy prepared by the Board of Directors, it must meet the requirements of Rule 14a-8 of the Securities Exchange Act of 1934 and be received at the principal executive offices of the Company not less than 120 days in advance of the date the previous year's Proxy Statement and form of Proxy were mailed to shareholders. Thus, a shareholder proposal must be received before November 18, 2008 in order to be included in the Proxy Statement and form of Proxy for the 2009 annual meeting. In accordance with the Company's by-laws, shareholders may make proposals for consideration at the annual meeting by delivering their written proposal to the Company's President not less than 14 days or more than 50 days prior to the 2009 annual meeting. If the Company does not give at least 21 days notice of the meeting, shareholders are allowed to make proposals by mailing or delivering their proposal to the President not later than the close of the business on the seventh day following the day on which the notice of meeting is mailed.

BY ORDER OF THE BOARD OF
DIRECTORS

Chevis C. Swetman
Chairman, President and Chief Executive
Officer

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PROXY
PEOPLES FINANCIAL CORPORATION
ANNUAL MEETING OF SHAREHOLDERS

April 16, 2008

The undersigned hereby appoint(s) Chevis C. Swetman, the true and lawful attorney-in-fact for the undersigned, with full power of substitution, to vote as proxy for the undersigned at the Annual Meeting of Shareholders of Peoples Financial Corporation (the Company) to be held at The Peoples Bank, Suite 201, 727 Howard Avenue, Biloxi, Mississippi, 39530, at 7:00 P.M., local time, on April 16, 2008, and at any and all adjournments thereof, the number of shares which the undersigned would be entitled to vote if then personally present, for the following purposes:

- 1. The election of the following five persons as directors.

(INSTRUCTIONS: AUTHORITY TO VOTE FOR ANY NOMINEE MAY BE WITHHELD BY LINING THROUGH OR OTHERWISE STRIKING OUT THE NAME OF ANY NOMINEE.)

Drew Allen
Lyle M. Page

Rex E. Kelly
Chevis C. Swetman

Dan Magruder

For all nominees
except as indicated Against all
nominees

- 2. To approve the appointment of Porter Keadle Moore, LLP as the independent registered public accounting firm for the Company.

Approve Disapprove Abstain

- 3. Transaction of such other business as may properly come before the Annual Meeting or any adjournments thereof.

Approve Disapprove Abstain

THIS PROXY, WHICH IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY, WILL BE VOTED FOR THE ABOVE PROPOSALS, UNLESS A CONTRARY DIRECTION IS INDICATED, IN WHICH CASE IT WILL BE VOTED AS DIRECTED. IF AUTHORITY IS GRANTED PURSUANT TO PROPOSAL 3 ABOVE, THE PROXIES INTEND TO VOTE ON ANY OTHER BUSINESS COMING BEFORE THE ANNUAL MEETING IN ACCORDANCE WITH THE DIRECTION OF A MAJORITY OF THE BOARD OF DIRECTORS OF THE COMPANY.

Please date the Proxy and sign your name exactly as it appears on the stock records of the Company. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full titles as such. If signed as a corporation or other entity, please sign in entity's name by authorized person.

Signature

Signature

Date

Number
of
Shares