

OLD REPUBLIC INTERNATIONAL CORP

Form 8-K

December 22, 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) December 21, 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.

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Item 8.01. Other Events.

Old Republic International Corporation (the “Company”) today announced that it will report net realized investment gains of approximately \$150 million in this year’s final quarter. Expense-wise, it reported it will record pre-tax charges of approximately \$45 million in the final quarter of the year. Additional information related to these net investment gains and this expense charge are included in the attached press release.

In another recent development, the Company reported that the North Carolina Department of Insurance issued a final order terminating its supervision of the Company’s mortgage guaranty insurance subsidiaries chartered in that state. Finally, the Company announced that its Board of Directors declared a special one-time cash dividend of \$1.00 per Common share. This special dividend will be paid on January 31, 2018 to Common stock shareholders of record on January 10, 2018.

Additional information related to these events are contained in the attached Press Release.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 News Release, December 21, 2017.

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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

December 21, 2017 By: /s/ John R. Heitkamp, Jr.

John R. Heitkamp, Jr.  
Senior Vice President,  
Secretary and General Counsel

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INDEX TO EXHIBITS

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Exhibits

99.1 News Release, December 21, 2017