

OLD REPUBLIC INTERNATIONAL CORP

Form 8-K

March 16, 2018

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) March 15, 2018

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))

Edgar Filing: OLD REPUBLIC INTERNATIONAL CORP - Form 8-K

☐ 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 8.01. Other Events.

Old Republic International Corporation reported on March 15, 2018 that the Company's Convertible Senior Notes due March 15, 2018 converted to Common Stock. With the conversion of these notes, the Company's Common Stock outstanding, as of March 15, 2018, has risen to approximately 301,900,000 shares. A copy of the Company's News Release is incorporated by reference as an exhibit.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 News Release dated March 15, 2018.

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: March 15, 2018

By: /s/ John R. Heitkamp, Jr.

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

INDEX TO EXHIBITS

Exhibits

99.1 News Release dated, March 15, 2018