

Edgar Filing: STATE AUTO FINANCIAL CORP - Form 8-K

STATE AUTO FINANCIAL CORP  
Form 8-K  
October 27, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): October 27, 2004 (October 26,  
2004)

STATE AUTO FINANCIAL CORPORATION

-----  
(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Ohio  | 0-19289                     | 31-1324304                           |
| -----   | -----                       | -----                                |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 518 East Broad Street, Columbus, Ohio    | 43215-3976 |
| -----                                    | -----      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (614) 464-5000

Not Applicable

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(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 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 26, 2004, State Auto Financial Corporation (the "Company") issued a  
press release disclosing the Company's results of operations for the three-month  
period ended September 30, 2004 (the "Release"). The full text of the Release is  
attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated  
by reference herein.

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The Release included a non-GAAP financial measure, net operating earnings per share. Net operating earnings per share differs from GAAP net earnings per share only by the exclusion of realized capital gains and losses, net of applicable federal income taxes, on investment activity for the period being reported. As disclosed in the Release:

For the three-month periods ended September 30, 2004 and 2003, GAAP net earnings were \$0.12 per diluted share and \$0.38 per diluted share, respectively, while net operating earnings were \$0.12 per diluted share and \$0.36 for these same respective periods. For the three-month periods ended September 30, 2004 and 2003, the difference between GAAP net earnings per share and net operating earnings per share was \$0.00 and \$0.02, respectively.

Management uses net operating earnings because it believes this calculation better indicates the Company's operating performance than GAAP net earnings because net operating earnings exclude the sometimes volatile realized capital gains/losses, net of applicable federal income taxes, that can produce inconsistent results. Net operating earnings provide a more consistent measure on which to predict future earnings of the Company.

SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit No.<br>----- | Description<br>-----  |
|----------------------|---|
| 99.1                 | Press release issued by State Auto Financial Corporation on October 26, 2004. |

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 hereunto duly authorized.

STATE AUTO FINANCIAL CORPORATION

Date: October 27, 2004

By /s/ Steven J. Johnston

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Treasurer and Chief Financial Officer

EXHIBIT INDEX

| Exhibit No.<br>----- | Description<br>-----  |
|----------------------|---|
| 99.1                 | Press release issued by State Auto Financial Corporation on October 26, 2004. |

