

PROGRESSIVE CORP/OH/  
Form POSASR  
May 06, 2014

As filed with the Securities and Exchange Commission on May 6, 2014

Registration No. 333-195418

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

**THE PROGRESSIVE CORPORATION**

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

**OHIO**  
**(State or other jurisdiction of**

**34-0963169**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**6300 Wilson Mills Road**

**Mayfield Village, Ohio 44143**

**(440) 461-5000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**CHARLES E. JARRETT, *Secretary***

**The Progressive Corporation**

**6300 Wilson Mills Road**

**Mayfield Village, Ohio 44143**

**(440) 461-5000**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**R. STEVEN KESTNER**

**SUZANNE K. HANSELMAN**

**Baker & Hostetler LLP**

**1900 East 9<sup>th</sup> Street, Suite 3200**

**Cleveland, Ohio 44114**

**Approximate date of commencement of proposed sale to the public:** From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that will become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Form S-3 Registration Statement No. 333-195418 (the Registration Statement ) originally filed with the Securities and Exchange Commission on April 22, 2014, by The Progressive Corporation, an Ohio corporation (the Registrant ).

The Registrant has terminated all further offerings of its securities pursuant to the Registration Statement. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that remain unsold at the termination of the offering, the Registrant hereby removes and withdraws from registration all of its securities registered pursuant to the Registration Statement that remain unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in Mayfield Village, State of Ohio, on May 6, 2014.

THE PROGRESSIVE CORPORATION

By: /s/ Charles E. Jarrett  
Charles E. Jarrett, Secretary

No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.