

OLD REPUBLIC INTERNATIONAL CORP
Form 8-K
May 27, 2014

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) May 23, 2014

OLD REPUBLIC INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction
of incorporation)

001-10607
(Commission
File Number)

36-2678171
(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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
(17 CFR 140.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Shareholders of Old Republic International Corporation held on May 23, 2014 voted on the following three proposals:

Proposal #1 – Election of Directors

ORI's shareholders elected the following persons:

Nominee	For	Withheld	Broker Non-Votes
James C. Hellauer	202,403,670	5,725,875	31,714,472
Arnold L. Steiner	186,819,811	21,309,734	31,714,472
Fredricka Taubitz	204,697,032	3,432,513	31,714,472
Aldo C. Zucaro	204,288,383	3,841,162	31,714,472

Proposal #2 – To ratify KPMG LLP as ORI'S independent registered public accounting firm for 2014

ORI's shareholders voted to approve this proposal as follows:

	For	Against	Abstain	Broker Non-Votes
Shares Voted	239,385,954	295,412	162,651	-

Proposal #3 – An Advisory Vote to approve Executive Compensation

ORI's shareholders voted to approve this proposal as follows:

	For	Against	Abstain	Broker Non-Votes
Shares Voted	205,345,615	2,174,058	609,871	31,714,472

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: May 23, 2014

By: /s/ Spencer LeRoy III
Spencer LeRoy III
Senior Vice President,
Secretary and General Counsel