

OLD REPUBLIC INTERNATIONAL CORP  
Form 8-K  
May 22, 2012

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 21, 2012

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

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(Address of principal executive offices) (Zip Code)

(312) 346-8100

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(Registrant's telephone number, including area code)

N/A

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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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - 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 8.01. Other Events.

On May 21, 2012, Old Republic International Corporation (the "Company") announced that its wholly-owned subsidiary, Republic Financial Indemnity Group, Inc. ("RFIG") had sold a 20.6% common equity interest to a group of investors. The Company also announced that it planned to spin-off substantially all of the remaining shares of RFIG to the Company's shareholders following a registration of RFIG's stock. The Company's announcement also indicated that Christopher S. Nard would become the Chief Executive Officer and President of RFIG with the spin-off, and that R. Scott Rager would succeed Mr. Nard as the Company's President at that point.

The full text of the Company's announcement appears as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated May 21, 2012

