

OLD REPUBLIC INTERNATIONAL CORP
Form 8-K
June 01, 2016

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 27, 2016

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.)
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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)

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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 5.07. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Shareholders of Old Republic International Corporation (“ORI”) held on May 27, 2016 voted on the following four proposals:

Proposal #1 – Election of Directors

ORI’s shareholders elected the following persons:

Nominee	For	Withheld	Broker Non-Votes
Jimmy A. Dew	128,602,267	75,731,252	35,838,745
John M. Dixon	82,413,284	121,920,235	35,838,745
Dennis P. Van Mieghem	147,262,590	57,070,929	35,838,745

Proposal #2 – To Ratify KPMG LLP as ORI’S Independent Registered Public Accounting Firm for 2016

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

	For	Against	Abstain	Broker Non-Votes
S h a r e s Voted	238,089,882	302,058	1,780,324	-

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	197,930,189	4,768,511	1,634,819	35,838,745

Proposal #4 – The Shareholder Proposal by CalPERS Requesting ORI to Adopt a Proxy Access Bylaw

ORI’s shareholders voted as follows on this proposal:

	For	Against	Abstain	Broker Non-Votes
Shares Voted	150,867,476	51,842,091	1,623,952	35,838,745

SIGNATURES

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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: June 1, 2016

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

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