

OLD REPUBLIC INTERNATIONAL CORP

Form 8-K

May 29, 2012

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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 25, 2012

OLD REPUBLIC INTERNATIONAL CORPORATION

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(Exact name of registrant as specified in its charter)

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|--|--|---|
| Delaware<br>(State or other<br>jurisdiction<br>of incorporation) | 001-10607<br>(Commission<br>File Number) | 36-2678171<br>(I.R.S. Employer<br>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)
- 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 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 25, 2012 voted on the following three proposals:

Proposal #1 – Election of Directors

ORI's shareholders elected the following persons:

| Nominee                        | For         | Withheld  | Broker Non-Votes |
|--------------------------------|-------------|-----------|------------------|
| H a r r i n g t o n<br>Bischof | 208,597,183 | 5,227,800 | 23,562,184       |
| Leo E. Knight, Jr.             | 209,051,570 | 4,773,413 | 23,562,184       |
| C h a r l e s F .<br>Titterton | 208,845,295 | 4,979,688 | 23,562,184       |
| Steven R. Walker               | 208,984,594 | 4,840,389 | 23,562,184       |

Proposal #2 – To ratify KPMG LLP AS ORI'S independent registered public accounting firm for 2012

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

|              | For         | Against | Abstain | Broker Non-Votes |
|--------------|-------------|---------|---------|------------------|
| Shares Voted | 236,947,747 | 211,673 | 227,747 | -                |

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 | 210,656,435 | 2,259,000 | 909,548 | 23,562,184       |



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 29, 2012

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

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