

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) January 30, 2019

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)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 140.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Old Republic International Corporation (the “Registrant”, “Company”, or “Old Republic”) announced that effective as of January 30, 2019, Mr. Peter B. McNitt (64) was elected a Class 1 director of the Company. Mr. McNitt was, until his recent retirement, the Vice Chair of BMO Harris Bank, N.A. The Board of Directors also named Mr. McNitt a member of the Audit and Compensation committees. There is no arrangement or understanding between Mr. McNitt and any person or entity concerning his selection as a director and there is no plan, contract, arrangement or material compensation agreement with Mr. McNitt, other than he will receive the same directors fees as other directors. Further, neither Mr. McNitt nor any member of his immediate family have had any disqualifying relationship with the Company during the past two years and he has been affirmatively determined to be an independent director by the Board of Directors in accordance with the Listed Company Standards of the New York Stock Exchange and the rules and regulation of the Security Exchange Commission concerning independence.

A full text of the Registrant’s announcement is included as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits.

99.1 Earnings Release dated January 31, 2019.

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: February 1, 2019

By: /s/ John R. Heitkamp, Jr.
John R. Heitkamp, Jr.
Senior Vice President,
Secretary and General Counsel

INDEX TO EXHIBITS

Exhibits

[99.1 Press Release dated January 31, 2019](#)



Further Information Contacts:

AT OLD REPUBLIC:

A. C. Zucaro: Chairman & CEO
(312) 346-8100

AT FINANCIAL RELATIONS BOARD:

Analysts/Investors: Marilyn Meek
(212) 827-3773

OLD REPUBLIC ANNOUNCES THE ADDITION OF PETER B. McNITT TO THE BOARD OF DIRECTORS

CHICAGO – January 31, 2019 – Old Republic International Corporation (NYSE: ORI) today announced that **Peter B. McNitt** (64) will be joining its Board of Directors. In making the announcement, Al Zucaro, Chairman and Chief Executive Officer, noted that "Our Company will benefit greatly from his long and distinguished career at BMO Harris Bank, N.A. and its predecessor Chicago-based bank. He joins our Board following his recent retirement as Vice Chair of this highly regarded financial institution. During his 42 years-long career there, he had a wide range of responsibilities focused on the delivery of the full breadth of wealth, and commercial and investment banking services to customers. The long-term experience and deep knowledge so gained will harmonize extremely well with our Board's governance objectives in the service of all of Old Republic's key stakeholders. We are most grateful and pleased with Peter McNitt's decision to continue his professional career in a different way, and for joining us to help ensure our Company's continued success as an independent insurance enterprise managed for the long run."

About Old Republic

Chicago-based Old Republic International Corporation is one of the nation's 50 largest publicly held insurance enterprises. It is a member of the *Fortune 500* listing of America's largest companies. Its most recent financial statements reflect consolidated assets of approximately \$19.32 billion and common shareholders' equity of \$5.14 billion, or \$17.23 per share. Its current stock market valuation is approximately \$6.07 billion, or \$20.05 per share.

The Company is organized as an insurance holding company whose subsidiaries actively market, underwrite, and provide risk management services for a wide variety of coverages mostly in the general and title insurance fields. A long-term interest in mortgage guaranty and consumer credit indemnity coverages has devolved to a run-off operating mode in recent years. Old Republic's general insurance business ranks among the nation's 50 largest, while its title insurance operations are the third largest in its industry.

The nature of Old Republic's business requires that it be managed for the long run. For the 25 years ended in 2018, the Company's total market return, with dividends reinvested, has grown at a compounded annual rate of 9.9% per share. For the same period, the total market return, with dividends reinvested, for the S&P 500 Index has grown at a 9.1% annual compound rate. During those years, Old Republic's shareholders' equity account, inclusive of cash dividends, has risen at an average annual rate of 8.9% per share, and the regular cash dividend has grown at an 8.5% annual compound rate.

According to the most recent edition of Mergent's Dividend Achievers, Old Republic is one of just 100 qualifying companies, out of thousands considered, that have posted at least 25 consecutive years of annual dividend growth. Moreover, Old Republic has paid a cash dividend without interruption since the World War II year of 1942 (77 years), and it has raised the annual cash dividend pay-out for each of the past 37 years.

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For Old Republic's latest news releases and other corporate documents:

Please visit us at www.oldrepublic.com

Alternatively, please write or call:

Investor Relations
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