

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 9, 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 Officer; Election of Directors Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 9, 2019, Old Republic International Corporation (the “Company”) announced several changes in its senior executive ranks effective October 1, 2019.

Craig Smiddy (55) the Company’s President and Chief Operating Officer will assume the position of President and Chief Executive Officer. He will concurrently join the Board of Directors and its Executive Committee. Mr. Smiddy has served as the Company’s President and Chief Operating Officer since May 2018. Prior to that he served as President and Chief Operating Officer of Old Republic General Insurance Group, Inc., the Company’s property and casualty insurance business subsidiary and largest operating segment. Mr. Smiddy does not have any family relationships with other officers or directors of the Company. There are no arrangements or understanding between Mr. Smiddy and any person or entity concerning his selection as a director and there is no plan, contract, arrangement or material compensation agreement with him other than as has been disclosed in the Company’s definitive proxy statement filed April 15, 2019.

R. Scott Rager (70) the Company’s Executive Vice Chairman will retire effective October 1, 2019, following a most successful 40-year career with the Company and several subsidiaries.

Aldo C. Zucaro (80) Chairman and CEO will retire as Chief Executive Officer. He will continue as Chairman of the Board and its Executive Committee.

In making the announcement, the Board of Directors expressed its deep appreciation for Mr. Rager’s many years of active service and for Mr. Zucaro’s 25 years of service as Chief Executive Officer. It has every confidence that the continuity of long-established governance and operating practices will lead to an orderly passage of executive responsibilities to Craig Smiddy as the sixth CEO in ORI’s 95-year history.

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

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated May 9, 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: May 9, 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 May 9, 2019.](#)

**Further Information Contacts:****AT OLD REPUBLIC: AT FINANCIAL RELATIONS BOARD:**

A. C. Zucaro: Chairman & CEO Analysts/Investors: Marilyn Meek
(312) 346-8100 (212) 827-3773

OLD REPUBLIC ANNOUNCES CHANGES IN SENIOR EXECUTIVE RANKS

CHICAGO, May 9, 2019 – Old Republic International Corporation (NYSE: ORI) today announced several changes in its senior executive ranks effective October 1, 2019.

Craig Smiddy (55) ORI's President and Chief Operating Officer will assume the position of President and Chief Executive Officer. He will concurrently join the Board of Directors and its Executive Committee.

R. Scott Rager (70) the Company's Executive Vice Chairman will retire effective October 1, 2019, following a most successful 40-year career with the Company and several subsidiaries.

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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 \$20.29 billion and common shareholders' equity of \$5.66 billion, or \$18.94 per share. Its current stock market valuation is approximately \$6.63 billion, or \$21.91 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 a 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 (78 years), and it has raised the annual cash dividend pay-out for each of the past 38 years.

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

**Old Republic International Corporation
307 North Michigan Avenue • Chicago, IL 60601 312-346-8100**