

OLD REPUBLIC INTERNATIONAL CORP
Form 8-K
August 23, 2013

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) August 21, 2013

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)

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- 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 5.03 Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year

On August 21, 2013, the Board of Directors adopted a new Article IX as part of the Company's By-laws. This new Article IX became effective that day and provided that unless the Corporation consents in writing to an alternative forum, that Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of fiduciary duty owed by any director, officer or other employee to the Corporation or its stockholders, (iii) any action asserting a claim against the Corporation, any director, officer or other employee of the Corporation arising pursuant to any provision of the Delaware General Corporation Law, the Corporation's Certificate of Incorporation or its By-laws, or (iv) any action asserting a claim against the Corporation, any director, officer or other employee governed by the internal affairs doctrine.

A copy of the Corporation's Restated By-laws as of August 21, 2013, which includes this new Article IX, is included as Exhibit 99.2 hereto.

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: August 22, 2013

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