

OLD REPUBLIC INTERNATIONAL CORP
Form 8-K
June 01, 2011

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, 2011

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)

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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 held on May 27, 2011 voted on the following four proposals:

Proposal #1 – Election of Directors

ORI's shareholders elected the following persons:

Nominee	For	Withheld	Broker Non-Votes
James C. Hellauer	221,819,021	986,285	20,487,750
Arnold L. Steiner	218,956,822	3,848,484	20,487,750
Fredricka Taubitz	219,393,603	3,411,703	20,487,750
Aldo C. Zucaro	218,029,687	4,775,619	20,487,750

Proposal #2 – To ratify KPMG LLP as ORI'S independent registered public accounting firm for 2011

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

	For	Against	Abstain	Broker Non-Votes
Shares Voted	242,924,416	213,777	154,863	-

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	218,443,898	1,680,268	2,681,140	20,487,750

Proposal #4 – An advisory vote on the frequency of voting on Executive Compensation

ORI's shareholders voted on this proposal as follows and a majority voted for a one year frequency.

	1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
Shares Voted	129,722,120	1,109,596	89,341,389	2,632,201	20,487,750

