

OLD REPUBLIC INTERNATIONAL CORP  
Form S-8 POS  
June 23, 2014

Registration Statement No. 033-32439

As filed with the Securities and Exchange Commission on June 23, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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OLD REPUBLIC INTERNATIONAL CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER  
JURISDICTION OF  
INCORPORATION OR  
ORGANIZATION)

36-2678171  
(I.R.S. EMPLOYER  
IDENTIFICATION  
NUMBER)

307 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601-5382

(ADDRESS, INCLUDING ZIP CODE OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

BITUMINOUS 401(k) SAVINGS PLAN  
(FULL TITLE OF THE PLAN)

WILLIAM J. DASSO  
ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY  
OLD REPUBLIC INTERNATIONAL CORPORATION  
307 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601-5382  
(312) 346-8100

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(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE OF AGENT FOR SERVICE)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act: (Check one)”

Larger accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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Deregistration of Securities

This post-effective amendment relates to Registration Statement No. 033-32439 on Form S-8 of Old Republic International Corporation (the “Company”), which registered shares of Company Common Stock, par value \$1.00 per share, issuable pursuant to the Bituminous 401(k) Savings Plan (the “Registration Statement”).

Effective as of January 1, 2014, the Bituminous 401(k) Savings Plan was merged into the Company’s Baseline Security Plan and the offering of securities pursuant to the Registration Statement terminated.

In accordance with undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered pursuant to the Registration Statement that remain unsold at the termination of the offering, the Company hereby removes from registration all Common Stock registered under the Registration Statement but not sold under the Registration Statement as of the filing date of this post-effective amendment.

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Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has fully caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on June 23, 2014.

OLD REPUBLIC INTERNATIONAL CORPORATION

By: /s/ A. C. Zucaro

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Name: A. C. Zucaro

Title: Chairman of the Board and Chief Executive Officer