

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) July 16, 2020

OLD REPUBLIC INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-10607</u> (Commission File Number)	<u>36-2678171</u> (I.R.S. Employer Identification No.)
<u>307 North Michigan Avenue Chicago Illinois 60601</u> (Address of principal executive offices) (Zip Code)		
<u>(312) 346-8100</u> (Registrant's telephone number, including area code)		
<u>N / A</u> (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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock / \$1 par value	ORI	New York Stock Exchange

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 “Company”) announced that Mr. Michael Kennedy was elected a Class 1 director of the Company effective August 14, 2020. Mr. Kennedy is a Senior Client Partner with Korn Ferry International. Mr. Kennedy has extensive experience in corporate finance and asset management with major financial institutions. Mr. Kennedy will serve on the Company’s Audit Committee and Governance and Nominating Committee. There is no arrangement or understanding between Mr. Kennedy and any person or entity concerning his selection as a director and there is no plan, contract, arrangement or material compensation agreement with Mr. Kennedy, other than that he will receive the same directors’ fees as other directors. Further, neither Mr. Kennedy 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 Company’s announcement is included as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

[99.1 News Release dated July 21, 2020](#)

104 Cover page Interactive Data file (embedded within Inline XBRL document)

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: July 21, 2020

By: /s/ John R. Heitkamp, Jr.

John R. Heitkamp, Jr.  
Senior Vice President,  
Secretary and General Counsel

**At Old Republic:**

A.C. Zucaro, Chairman of the Board

**OLD REPUBLIC ANNOUNCES THE ADDITION OF MICHAEL D. KENNEDY TO THE BOARD OF DIRECTORS**

**CHICAGO, July 21, 2020** – Old Republic International Corporation (NYSE: ORI) today announced that Michael D. Kennedy (63) will be joining its Board of Directors. In making the announcement, Al Zucaro, Chairman of the Board, noted that “Our Company will benefit greatly from Michael Kennedy’s wide-ranging experience in the financial services fields. While he continues as a Senior Client Partner with the Korn Ferry global management consulting firm, his total career experience in corporate finance and asset management with major financial institutions will harmonize extremely well with our Board’s overall governance objectives. We are most grateful and pleased with his acceptance to join us and extend his talents to further Old Republic’s continued success as an independent insurance business managed for the long run.”

**About Old Republic**

Chicago-based Old Republic International Corporation is one of the nation’s 50 largest shareholder-owned insurance businesses. It is a member of the *Fortune 500* listing of America’s largest companies. 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, and its cash dividend policy reflects this long-term orientation. The current annualized dividend rate of \$0.84 per share marks the 39th consecutive year that Old Republic has boosted this rate, and 2020 becomes the 79th year of uninterrupted regular cash dividend payments. Here’s a summary of recent years’ total book and market returns, which includes the addition and reinvestment of cash dividend payments, in comparison with the financial performance of three selected indices similarly developed.

	ORI		Selected Indices' Compounded		
	Annual Book Value Compounded Total Return	Annual Market Value Compounded Total Return	Nominal Gross Domestic Product	S & P 500 Index	S & P Insurance Index
Ten Years 2000 - 2009	9.5%	7.4%	4.1%	-1.0 %	-3.7 %
Ten Years 2010 - 2019	7.7%	14.8%	4.0%	13.6 %	12.4 %
Twenty Years 2000 - 2019	8.6%	11.0%	4.1%	6.1 %	4.1 %

According to the most recent edition of *Mergent's Dividend Achievers*, Old Republic is listed in 58th place among just 113 qualifying publicly held companies, out of thousands considered, that have posted at least 25 consecutive years of annual dividend growth.

**For Old Republic’s latest news releases and other corporate documents: Please visit us at [www.oldrepublic.com](http://www.oldrepublic.com)**

**Alternatively, please write or call: Investor Relations**

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