

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, 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 8.01 Other Events.

At its quarterly meeting held on August 21, 2019, the Board of Directors of Old Republic International Corporation declared a regular quarterly cash dividend of 20 cents per common share. This dividend is payable September 16, 2019 to shareholders of record on September 6, 2019. Subject to Board approval of each quarter's new rate, the full year's cash dividend will amount to 80 cents per share.

At the same meeting, the Board of Directors declared a special cash dividend of \$1.00 per common share to be paid to shareholders of record on September 6, 2019, concurrently with the above noted regular cash dividend, for a total of \$1.20 per share.

Additional information related to these events is contained in the attached News Release.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.1 News Release dated August 21, 2019](#)

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: August 22, 2019

By: /s/ John R. Heitkamp, Jr.
John R. Heitkamp, Jr.
Senior Vice President,
Secretary and General Counsel



Further Information Contacts:

AT OLD REPUBLIC:

A. C. Zucaro: Chairman & CEO
(312) 346-8100

AT FINANCIAL RELATIONS BOARD:

Analysts/Investors: Marilyn Meek
(212) 827-3773

**OLD REPUBLIC DECLARES THIRD QUARTER CASH DIVIDEND OF 20 CENTS PER SHARE AND
A SPECIAL ONE-TIME CASH DIVIDEND OF \$1.00 PER SHARE**

CHICAGO – August 21, 2019 – The Board of Directors of **Old Republic International Corporation (NYSE: ORI)** has declared a regular quarterly cash dividend of 20 cents per common share. This dividend is payable September 16, 2019 to shareholders of record on September 6, 2019. Subject to Board approval of each quarter's new rate, the full year's cash dividend will amount to 80 cents per share.

At the same meeting, the Board of Directors evaluated the overall level and liquidity of the Company's capitalization in support of the sustainable, long-term financial stability and growth of the enterprise. In anticipation of gradually reducing, with regulatory approval, the capitalization of ORI's run-off mortgage guaranty insurance subsidiaries, the Board concluded that excess capital can now be returned to all shareholders in the form of a special, one-time cash dividend of \$1.00 per common share. Based on these considerations the Board of Directors has declared a special cash dividend of \$1.00 per common share to be paid to shareholders of record on September 6, 2019, concurrently with the above noted regular cash dividend, for a total of \$1.20 per share.

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. 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 since 2012. Old Republic's general insurance business ranks among the nations' 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**. Its **cash dividend policy reflects this long term orientation**. The current annualized dividend rate marks the 38th consecutive year that Old Republic has boosted this rate, and 2019 becomes the 78th year of uninterrupted regular cash dividend payments. Here's a summary of recent years' total book and market returns, which include the addition and reinvestment of cash dividend payments, in comparison with the financial performance of three selected indices similarly developed.

	ORI Compounded Total Annual Returns		Selected Indices' Compounded Total Annual Returns		
	Book Value	Market Value	Gross Domestic Product	S & P 500 Index	S & P Insurance Index
Ten Years 1998 – 2008	9.3%	3.5%	5.0%	-1.4 %	-4.2 %
Ten Years 2008 – 2018	6.0%	11.8%	3.4%	13.1 %	11.0 %
Twenty Years 1998 – 2018	7.6%	7.6%	4.2%	5.6 %	3.1 %

According to the most recent edition of *Mergent's Dividend Achievers*, Old Republic is listed in the 56th place among just 105 qualifying publicly held companies, out of thousands considered, that have posted at least 25 consecutive years of annual dividend growth.

See the following page for additional ORI contact information.

See the following page for additional contact ORI information.
For Old Republic's latest news releases and other corporate documents:

Please visit us at www.oldrepublic.com

Alternatively, please write or call:

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