

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) March 12, 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 8.01. Other Events

Old Republic International Corporation (“ ORI or the Company”) today announced that its Employees Savings & Stock Ownership Plan ("ESSOP") plans to acquire up to 3,000,000 shares of Old Republic Common shares in open-market purchases, as market conditions may warrant. As of December 31, 2019 the ESSOP held approximately 15.3 million ORI Common shares or approximately 5.1% of all shares then outstanding. Assuming all shares are ultimately acquired, the ESSOP would own approximately 18.3 million ORI Common shares or approximately 6.1% of all currently outstanding Common shares of the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.1 News Press Release dated March 12, 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: March 12, 2020

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

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



Further Information Contacts:

AT OLD REPUBLIC: AT FINANCIAL RELATIONS BOARD:

Craig R. Smiddy: President & CEO Analysts/Investors: Marilyn Meek
 (312) 346-8100 (212) 827-3773

OLD REPUBLIC ANNOUNCES STOCK PURCHASE BY ITS ESSOP

CHICAGO – March 12, 2020 – Old Republic International Corporation (NYSE: ORI) today reported that its Employees Savings & Stock Ownership Plan ("ESSOP") planned to acquire up to 3,000,000 Old Republic common shares in open-market purchases, as market conditions may warrant. As of December 31, 2019 the ESSOP held approximately 15.3 million ORI common shares or approximately 5.1% of all shares then outstanding. Assuming all 3.0 million shares are ultimately acquired, the ESSOP would own approximately 18.3 million ORI common shares or approximately 6.1% of all currently outstanding common shares.

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 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 that 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 Total Annual Returns		
	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 62nd place among just 111 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

Alternatively, please write or call:
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