

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 22, 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 5.07. Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of Old Republic International Corporation held on May 22, 2020 voted on the following four proposals:

**Proposal #1 - Election of Directors**

ORI's shareholders elected the following persons:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Charles J. Kovaleski	149,592,618	89,232,768	31,268,666
Craig R. Smiddy	175,901,694	62,923,692	31,268,666
Arnold L. Steiner	103,782,146	135,043,240	31,268,666
Fredricka Taubitz	142,661,260	96,164,126	31,268,666
Aldo C. Zucaro	142,437,732	96,387,654	31,268,666

**Proposal #2 - To ratify KPMG LLP as ORI'S independent registered public accounting firm for 2020**

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

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Shares Voted	267,277,019	2,509,543	307,490	0

**Proposal #3 - An advisory vote to approve executive compensation**

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

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Shares Voted	223,084,528	14,036,935	1,703,923	31,268,666

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: May 26, 2020

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

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