HANOVER INSURANCE GROUP, INC.
Form S-8
May 21, 2009

As filed with the Securities and Exchange Commission on May 21, 2009

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

The Hanover Insurance Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**04-3263626**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

440 Lincoln Street

Worcester, MA 01653

(Address of principal executive offices, including zip code)

The Hanover Insurance Group

Retirement Savings Plan

(formerly the First Allmerica Financial Life Insurance

Company Employees 401(k) Matched Savings Plan)

(Full title of the plan)

J. Kendall Huber

Senior Vice President and General Counsel

440 Lincoln Street

Worcester, MA 01653

(508) 855-1000

(Name, address and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Julie H. Jones, Esq.

Ropes & Gray LLP

One International Place

Boston, MA 02110

617-951-7000

617-951-7050 (facsimile)

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	¨
Non-accelerated filer			
(Do not check if a smaller reporting company)	¨	Smaller reporting company	¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, $ 0.01 par value per share	One share	$33.36	$33.36	$1

(1) This Registration Statement is being filed pursuant to Instruction E of Form S-8 to register one share of Common stock for issuance pursuant to The Hanover Insurance Group Retirement Savings Plan (the Hanover 401(k) Plan) in addition to those shares of Common Stock registered under a registration statement on Form S-8 (Registration No. 333-576 filed on January 24, 1996). In addition, as permitted by Interpretation #90 of Section G in the Securities and Exchange Commission (the Commission), Division of Corporation Finance s Manual of Publicly Available Telephone Interpretations dated July 1997, 3,000,000 additional shares of Common Stock (the Carried Forward Shares), and associated plan interests, previously registered under on two registration statements on Form S-8 (2,000,000 shares from Registration Statement No. 333-578 filed on January 24, 1996, and 1,000,000 shares from Registration Statement No. 333-580 filed on January 24, 1996 (collectively, the Prior Registration Statements)), are being moved to this Registration Statement. A registration fee of $18,706.90 was previously paid in connection with the filing of Registration Statement No. 333-578 and a registration fee of $9,353.45 was previously paid in connection with the filing of Registration Statement No. 333-580. The Registrant is contemporaneously filing a Post-Effective Amendment No. 1 to each of the Prior Registration Statements to deregister the Carried Forward Shares. See Explanatory Statement.

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers such additional shares of Common Stock as may issued to prevent dilution from stock splits, stock dividends and similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(3) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act of 1933, the proposed maximum offering price per share and the maximum aggregate offering price have been calculated solely for the purpose of computing the registration fee on the basis of the average of the high and low prices of the Common Stock as reported by the New York Stock Exchange on May 20, 2009.

EXPLANATORY STATEMENT

On January 24, 1996, a total of 3,000,000 shares of Common Stock, par value $.01 per share, of The Hanover Insurance Group, Inc. (the Registrant) were registered on two registration statements on Form S-8 (Registration No. 333-578 and Registration No. 333-580) for issuance under The Hanover Insurance Company Employees 401(k) Matched Savings Plan and the Citizens Insurance Company of America Employees 401(k) Matched Savings Plan (collectively, the Prior Plans). The Registrant has since merged the Prior Plans into The Hanover Insurance Group Retirement Savings Plan. Pursuant to Instruction E to Form S-8 and as permitted by Interpretation #90 of Section G in the Securities and Exchange Commission (the Commission), Division of Corporation Finance s Manual of Publicly Available Telephone Interpretations dated July 1997, 3,000,000 of the shares previously registered with respect to the Prior Plans are being carried forward and deemed covered by this registration statement on Form S-8 relating to The Hanover Insurance Group Retirement Savings Plan. No additional shares will be issued under the Prior Plans.

Except as otherwise set forth below, the contents of the registration statement on Form S-8 (Registration No. 333-576), filed by the Registrant with the Commission on January 24, 1996, registering shares of its Common Stock for issuance under The Hanover Insurance Group Retirement Savings Plan (formerly the First Allmerica Financial Life Insurance Company Employees 401(k) Matched Savings Plan) are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Hanover Insurance Group, Inc. (the Registrant) hereby incorporates the following documents herein by reference:

(a) The Registrant s latest annual report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Securities and Exchange Commission (the Commission) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), on February 27, 2009.

(b) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act subsequent to December 31, 2008.

(c) The description of the Common Stock, $0.01 par value per share, contained in Registrant s Registration Statement on Form S-1, which the Commission declared effective on October 10, 1995.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Delaware. Section 145 (Section 145) of the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (the General Corporation Law), inter alia, provides that a Delaware corporation may indemnify any persons who were, are or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation s best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal. In addition, the statutes of Delaware contain provisions to the general effect that any director shall in the performance of his duties be fully protected in relying in good faith upon the books of account or records of the corporation or statements prepared by any official of the corporation.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against him and incurred by him in any such capacity, arising out of his status as such, whether or not the corporation would otherwise have the power to indemnify him under Section 145.

The Registrant s certificate of incorporation provides that the registrant shall indemnify and upon request shall advance expenses to its directors and officers to the full extent permitted by the laws of the State of Delaware; provided, however, that the Registrant is not required to indemnify a person in connection with an action that was initiated by or on behalf of the person. The Registrant s certificate of incorporation provides that the Registrant s directors and officers shall not be liable to the registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that the exculpation from liabilities is not permitted under the General Corporation Law as in effect at the time such liability is determined.

All of the Registrant s directors and officers are covered by insurance policies maintained by the Registrant against specified liabilities for actions taken in their capacities as such, including liabilities under the Securities Act of 1933, as amended.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit

4.1 The Hanover Insurance Group Retirement Savings Plan (previously filed as Exhibit 10.27 to The Hanover Insurance Group, Inc. s Annual Report on Form 10-K for the year ended December 31, 2008, No. 001-13754 and incorporated herein by reference).

4.2 Certificate of Incorporation of The Hanover Insurance Group, Inc. (previously filed as Exhibit 3.1 to The Hanover Insurance Group, Inc. s Annual Report on Form 10-K for the year ended December 31, 2005, No. 001-13754 and incorporated herein by reference).

4.3 Amended By-laws of The Hanover Insurance Group, Inc. (previously filed as Exhibit 3.2 to The Hanover Insurance Group, Inc. s Current Report on Form 8-K filed on November 21, 2006, No. 001-13754 and incorporated herein by reference).

5.1 Opinion of Ropes & Gray LLP.

23.1 Consent of PricewaterhouseCoopers LLP.

23.2 Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1).

24.1 Powers of Attorney (included on the signature page in Part II).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the Securities Act);

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant s annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan s annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Worcester, The Commonwealth of Massachusetts, on this 21st day of May, 2009.

THE HANOVER INSURANCE GROUP, INC.

By: /s/ EUGENE M. BULLIS
Eugene M. Bullis

Executive Vice President,

Chief Financial Officer and

Principal Accounting Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Frederick H. Eppinger, J. Kendall Huber and Eugene M. Bullis, and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by The Hanover Insurance Group, Inc., and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite, necessary or advisable to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

* * * *

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Frederick H. Eppinger **Frederick H. Eppinger**	Director, President and Chief Executive Officer (Principal Executive Officer)	May 21, 2009
/s/ Eugene M. Bullis **Eugene M. Bullis**	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 21, 2009
/s/ Michael P. Angelini **Michael P. Angelini**	Director	May 21, 2009
/s/ P. Kevin Condron **P. Kevin Condron**	Director	May 21, 2009
/s/ Neal F. Finnegan **Neal F. Finnegan**	Director	May 21, 2009
/s/ David J. Gallitano **David J. Gallitano**	Director	May 21, 2009
/s/ Gail L. Harrison **Gail L. Harrison**	Director	May 21, 2009
/s/ Robert J. Murray **Robert J. Murray**	Director	May 21, 2009
/s/ Joseph R. Ramrath **Joseph R. Ramrath**	Director	May 21, 2009
/s/ Harriett Tee Taggart	Director	May 21, 2009

Harriett Tee Taggart

EXHIBIT INDEX

4.1	The Hanover Insurance Group Retirement Savings Plan (previously filed as Exhibit 10.27 to The Hanover Insurance Group, Inc. s Annual Report on Form 10-K for the year ended December 31, 2008, No. 001-13754 and incorporated herein by reference).
4.2	Certificate of Incorporation of The Hanover Insurance Group, Inc. (previously filed as Exhibit 3.1 to The Hanover Insurance Group, Inc. s Annual Report on Form 10-K for the year ended December 31, 2005, No. 001-13754 and incorporated herein by reference).
4.3	Amended By-laws of The Hanover Insurance Group, Inc. (previously filed as Exhibit 3.2 to The Hanover Insurance Group, Inc. s Current Report on Form 8-K filed on November 21, 2006, No. 001-13754 and incorporated herein by reference).
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1).
24.1	Powers of Attorney (included on the signature page in Part II).