

State Auto Financial CORP  
Form S-8  
November 12, 2010

As filed with the Securities and Exchange Commission on November 12, 2010

Registration No. 333-\_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**STATE AUTO FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**OHIO**  
(State or other jurisdiction of  
incorporation or organization)

**31-1324304**  
(I.R.S. Employer  
Identification No.)

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518 East Broad Street, Columbus, Ohio  
(Address of principal executive offices)

43215-3976  
(Zip Code)

**State Auto Insurance Companies**

**Amended and Restated Directors Deferred Compensation Plan**

(Full title of the plan)

**James A. Yano, Esq.**

**Vice President, Secretary and General Counsel**

**State Auto Financial Corporation**

**518 East Broad Street**

**Columbus, Ohio 43215-3976**

**(614) 464-5000**

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

*with copies to*

**Joseph P. Boeckman, Esq.**

**Baker & Hostetler LLP**

**65 East State Street, Suite 2100**

**Columbus, Ohio 43215-4260**

**(614) 228-1541**

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. (Check one):

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Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee(3)</b>
Common Shares, without par value	60,000	\$16.41	\$984,600	\$71.00
Interests in the Plan	(4)	N/A	N/A	N/A

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the **Securities Act** ), this Registration Statement also covers additional securities that may be offered under the terms of the State Auto Insurance Companies Amended and Restated Directors Deferred Compensation Plan (the **Plan** ) as a result of stock splits, stock dividends and similar transactions.
- (2) Estimated solely for the purpose of calculating the aggregate offering price and the registration fee pursuant to Rules 457(c) and 457(h)(1) promulgated under the Securities Act and computed on the basis of \$16.41, which was the average of the high and low sales prices of the Common Shares as reported on the Nasdaq Stock Market on November 8, 2010.
- (3) In accordance with Rule 457(h) under the Securities Act, the filing fee is based on the maximum number of the Registrant's Common Shares available under the Plan that are covered by this Registration Statement.
- (4) In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also includes an indeterminable amount of interests to be offered pursuant to the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents are incorporated by reference in this Registration Statement:

- (a) The Annual Report on Form 10-K for the fiscal year ended December 31, 2009, of State Auto Financial Corporation (the **Registrant** or the **Company** ) filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the **Exchange Act** );
- (b) All other reports filed by the Registrant pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in (a), above; and
- (c) The description of the Registrant's Common Shares which is contained in the Registrant's Registration Statement on Form 8-A filed under Section 12 of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, subsequent to the date hereof and prior to the termination of the offering of the securities registered hereunder, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 1701.13(E) of the Ohio Revised Code sets forth conditions and limitations governing the indemnification of officers, directors, and other persons.

Section 6.1 of Article 6 of the Amended and Restated Code of Regulations of the Company, as amended (collectively, the **Code of Regulations** ), contains certain indemnification provisions adopted pursuant to authority contained in Section 1701.13(E) of the Ohio Revised Code. The Code of Regulations provides for the indemnification of its officers, directors, employees, and agents, or persons who are serving or have served at the request of the Company as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise (the **indemnified persons** ). Indemnification is provided when an indemnified person is made a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such indemnified person was serving as an officer, director, employee or agent of the Company or is or was serving at the request of the Company as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise. The Company is required to indemnify indemnified persons against expenses, including legal fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the indemnified person in connection with such action, suit or proceeding; provided that it is determined, either by a majority vote of a quorum of disinterested directors of the Company or by the shareholders of the Company or otherwise as provided in Section 1701.13(E) of the Ohio Revised Code, that: (a) the indemnified person acted in good faith and in a manner they

reasonably believed to be in or not opposed to the best interests of the Company; (b) in any action, suit, or proceeding by or in the right of the Company, they were not, and have not been adjudicated to have been, negligent or guilty of misconduct in the performance of their duties to the Company; (c) with respect to any criminal action or proceeding, that they had no reasonable cause to believe that their conduct was unlawful. Section 6.3 of Article 6 of the Code of Regulations provides that expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding, may be paid by the Company in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by the indemnified person to repay such amount in the event that indemnification shall be deemed improper.

The Company has entered into indemnification agreements with each of its directors. These agreements generally: (i) confirm the existing indemnity provided to them under the Code of Regulations and assure that this indemnity will continue to be provided; and (ii) provide that, in addition, the directors shall be indemnified to the fullest extent permitted by law against all expenses (including legal fees), judgments, penalties, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by them in any threatened, pending or completed action or proceeding, including any action by or in the right of the Company, on account of their service as a director or officer of the Company or at the request or with the consent of the Company as a trustee, director, officer, employee, or agent of another corporation or enterprise.

Indemnification coverage under these indemnification agreements is excluded: (A) to the extent the director is indemnified under directors' and officers' liability insurance maintained by the Company; (B) on account of conduct which is finally adjudged to be knowingly fraudulent, deliberately dishonest, or willfully wrongful; (C) if a final court of adjudication shall determine that such indemnification is not lawful; or (D) on account of any suit in which judgment is rendered against the director for an accounting of profits made from the purchase or sale by the director of securities of the Company pursuant to Section 16(b) of the Exchange Act or any similar provision. Under these indemnification agreements, the Company will advance all expenses incurred by or on behalf of a director in connection with any proceeding within 30 days after the director undertakes to repay all amounts and agrees to reasonably cooperate with the Company concerning the claim or proceeding. These indemnification agreements are applicable to claims asserted after their effective date, whether arising from acts or omissions occurring before or after their effective date.

The Company has purchased directors' and officers' liability insurance to indemnify its officers and directors against losses arising from claims by reason of their legal liability for acts as officers and directors, subject to limitations and conditions set forth in the policies for such insurance.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

The following is a list of all exhibits filed as a part of this Registration Statement, including those incorporated by reference:

Exhibit No.	Description of Exhibit	If Incorporated by Reference, Document with which Exhibit was Previously Filed with SEC
4(a)	Amended and Restated Articles of Incorporation of State Auto Financial Corporation.	Incorporated herein by reference to Exhibit 3(a) of the Registrant's Registration Statement on Form S-1 (File No. 33-40643) filed on May 17, 1991.
4(b)	Amendment to the Amended and Restated Articles of Incorporation of State Auto Financial Corporation.	Incorporated herein by reference to Exhibit 4(b) of the Registrant's Registration Statement on Form S-8 (File No. 33-89400), filed on February 10, 1995.

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Exhibit No.	Description of Exhibit	If Incorporated by Reference, Document with which Exhibit was Previously Filed with SEC
4(c)	Certificate of Amendment to the Amended and Restated Articles of Incorporation of State Auto Financial Corporation.	Incorporated herein by reference to Exhibit 3(A)(3) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 1998.
4(d)	Amended and Restated Code of Regulations of State Auto Financial Corporation.	Incorporated herein by reference to Exhibit 3(b) of the Registrant's Registration Statement on Form S-1 (File No. 33-40643) filed on May 17, 1991.
4(e)	First Amendment to Amended and Restated Code of Regulations of State Auto Financial Corporation.	Incorporated herein by reference to Exhibit 3.05 of the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2010.
4(f)	State Auto Insurance Companies Amended and Restated Directors Deferred Compensation Plan (amended and restated as of March 1, 2001).	Incorporated herein by reference to Exhibit 10.58 of the Registrants Annual Report on Form 10-K for the year ended December 31, 2005.
4(g)	First Amendment to the State Auto Insurance Companies Amended and Restated Directors Deferred Compensation Plan (amendment effective as of December 1, 2005).	Incorporated herein by reference to Exhibit 10.59 of the Registrants Annual Report on Form 10-K for the year ended December 31, 2005.
4(h)	Second Amendment to the State Auto Insurance Companies Amended and Restated Directors Deferred Compensation Plan (amendment effective as of January 1, 2009).	Incorporated herein by reference to Exhibit 10.02 of the Registrants Quarterly Report on Form 10-Q for the period ended September 30, 2008.
4(i)	Third Amendment to the State Auto Insurance Companies Amended and Restated Directors Deferred Compensation Plan (amendment effective as of January 1, 2009).	Incorporated herein by reference to Exhibit 10.84 of the Registrants Annual Report on Form 10-K for the year ended December 31, 2008.
4(j)	Fourth Amendment to the State Auto Insurance Companies Amended and Restated Directors Deferred Compensation Plan (amendment effective as of November 1, 2010).	Included herein.
23(a)	Consent of Ernst & Young LLP	Included herein.
24(a)	Powers of Attorney for Robert E. Baker, David J. D. Antoni, Thomas E. Marker, David R. Meuse, S. Elaine Roberts, Alexander B. Trevor and Paul S. Williams.	Incorporated herein by reference to Exhibit 24(a) of the Registrant's Registration Statement on Form S-8 (File No. 333-165364), filed on March 9, 2010.
24(b)	Power of Attorney for Eileen A. Mallesch	Included herein.

ITEM 9. UNDERTAKINGS.

A. The 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;

(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; and

(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) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission (the **Commission**) by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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 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 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 provisions described in Item 6 of this Part II, 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 Columbus, State of Ohio, on November 12, 2010.

STATE AUTO FINANCIAL CORPORATION

By /s/ Robert P. Restrepo, Jr.  
Robert P. Restrepo, Jr., Chairman, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on November 12, 2010.

Signature	Title
/s/ Robert P. Restrepo, Jr. Robert P. Restrepo, Jr.	Chairman, President and Chief Executive Officer (principal executive officer)
/s/ Steven E. English Steven E. English	Vice President and Chief Financial Officer (principal financial officer)
/s/ Cynthia A. Powell Cynthia A. Powell	Vice President, Treasurer and Chief Accounting Officer (principal accounting officer)
Robert E. Baker* Robert E. Baker	Director
David J. D. Antoni* David J. D. Antoni	Director
Eileen A. Mallesch* Eileen A. Mallesch	Director
Thomas E. Markert* Thomas E. Markert	Director
David R. Meuse* David R. Meuse	Director
S. Elaine Roberts* S. Elaine Roberts	Director
Alexander B. Trevor* Alexander B. Trevor	Director
Paul S. Williams* Paul S. Williams	Director

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\* The undersigned, Steven E. English, by signing his name hereto, does hereby execute this Registration Statement on Form S-8 on November 12, 2010, on behalf of each of the above-named persons pursuant to powers of attorney duly executed by such persons and filed as exhibits to this Form S-8.

/s/ Steven E. English  
Steven E. English

EXHIBIT INDEX

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