

OLD REPUBLIC INTERNATIONAL CORP  
Form 8-K  
June 01, 2011

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 27, 2011

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

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(Address of principal executive offices) (Zip Code)

(312) 346-8100

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(Registrant's telephone number, including area code)

N/A

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(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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 140.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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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 27, 2011 voted on the following four proposals:

Proposal #1 – Election of Directors

ORI's shareholders elected the following persons:

Nominee	For	Withheld	Broker Non-Votes
James C. Hellauer	221,819,021	986,285	20,487,750
Arnold L. Steiner	218,956,822	3,848,484	20,487,750
Fredricka Taubitz	219,393,603	3,411,703	20,487,750
Aldo C. Zucaro	218,029,687	4,775,619	20,487,750

Proposal #2 – To ratify KPMG LLP as ORI'S independent registered public accounting firm for 2011

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

	For	Against	Abstain	Broker Non-Votes
Shares Voted	242,924,416	213,777	154,863	-

Proposal #3 – An Advisory Vote to approve Executive Compensation

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

	For	Against	Abstain	Broker Non-Votes
Shares Voted	218,443,898	1,680,268	2,681,140	20,487,750

Proposal #4 – An advisory vote on the frequency of voting on Executive Compensation

ORI's shareholders voted on this proposal as follows and a majority voted for a one year frequency.

	1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
Shares Voted	129,722,120	1,109,596	89,341,389	2,632,201	20,487,750



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: June 1, 2011

By:     /s/ Spencer LeRoy III      
Spencer LeRoy III  
Senior Vice President,  
Secretary and General Counsel