

HANOVER INSURANCE GROUP, INC.  
Form 8-K  
July 01, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 30, 2009

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## THE HANOVER INSURANCE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

1-13754

(Commission File Number)

04-3263626

(I.R.S. Employer  
Identification No.)

**440 Lincoln Street, Worcester, Massachusetts 01653**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (508) 855-1000

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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:

- 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 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

The following information is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any other filing under the Securities Act of 1933, as amended.

On June 30, 2009, The Hanover Insurance Group, Inc. (the “Company”) issued a press release announcing the results of its previously announced tender offer to purchase for cash a portion of the 8.207% Series B Capital Securities (the “Capital Securities”) issued by AFC Capital Trust I and a portion of the 7.625% Senior Debentures due 2025 (the “Senior Debentures”) issued by the Company. The tender offer expired at 11:59 p.m. New York City time, on June 29, 2009. A copy of the Company’s press release announcing the results of the cash tender offer is attached hereto as Exhibit 99.1 and is incorporated by reference.

As announced in the press release, in connection with the completion of the tender offer and the liquidation of the Trust, the Company expects to realize estimated after-tax gains totaling approximately \$22.7 million, or \$0.44 per share. These gains are expected to be recognized in the quarter ended June 30, 2009. Furthermore, the Company expects to liquidate the AFC Capital Trust I on July 30, 2009 as permitted by the terms of the Trust’s governing documents.

**Forward-Looking Statements**

Statements included herein may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Use of the word “expects,” and similar expressions is intended to identify forward-looking statements. The benefits the Company expects to realize through the Tender Offer and related transactions and the timing thereof are uncertain and may not be realized. Forward-looking statements are based on expectations, forecasts, and assumptions by the Company’s management and involve a number of risks, uncertainties, and other factors that could cause actual results to differ materially from those stated, including, without limitation, those set forth in the section entitled “Risk Factors” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 27, 2009, as amended by the Quarterly Report on Form 10-Q filed on May 8, 2009.

The Company cannot be certain that any expectations, forecasts, or assumptions made by its management in preparing these forward-looking statements will prove accurate, or that any projections will be realized. It is to be expected that there may be differences between projected and actual results. The forward-looking statements speak only as of the date of their initial issuance, and the Company does not undertake any obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.



The following exhibits are furnished herewith.

Exhibit 99.1 Press Release, dated June 30, 2009, announcing results of the cash tender offer.

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**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 hereunto duly authorized.

The Hanover Insurance Group, Inc.

(Registrant)

Date: June 30, 2009

By: /s/ Eugene M. Bullis  
Name: Eugene M. Bullis  
Title: Executive Vice President and  
Chief Financial Officer

**Exhibit Index**

Exhibit 99.1      Press Release, dated June 30, 2009, announcing results of the cash tender offer.