

HANOVER INSURANCE GROUP, INC.

Form 8-K

May 15, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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 15, 2012

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

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 (17CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))

Item 5.07- Submission of Matters to a Vote of Security Holders.

The Hanover Insurance Group, Inc. (“THG”) held its annual meeting of shareholders on May 15, 2012. At that meeting, THG’s shareholders elected each of THG’s nominees for director to hold office until the 2015 annual meeting of shareholders and until their successors are duly elected and qualified. THG’s shareholders also (i) approved the Company’s 2006 Long-Term Incentive Plan to comply with §162(m) of the Internal Revenue Code, (ii) approved an advisory vote on executive compensation, and (iii) ratified the appointment of PricewaterhouseCoopers LLP as THG’s independent registered public accounting firm for 2012. The final voting results for each matter submitted to a vote of shareholders at the meeting are as follows:

Item 1 – Election of Directors

| Name                   | Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------------|------------|---------------|-----------------|------------------|
| Frederick H. Eppinger  | 33,443,437 | 1,124,619     | 19,967          | 2,759,745        |
| Joseph R. Ramrath      | 33,936,898 | 632,265       | 18,860          | 2,759,745        |
| Harriett “Tee” Taggart | 33,955,985 | 614,954       | 17,084          | 2,759,745        |

Item 2 – Approval of the 2006 Long-Term Incentive Plan to comply with §162(m) of the Internal Revenue Code

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 32,062,380 | 2,495,305     | 30,338          | 2,759,745        |

Item 3 – Advisory Vote on Executive Compensation

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 33,490,006 | 1,047,005     | 51,012          | 2,759,745        |

Item 4 – Ratification of Independent Registered Public Accounting Firm

| Votes For  | Votes Against | Votes Abstained |
|------------|---------------|-----------------|
| 36,672,029 | 652,822       | 22,917          |



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: May 15, 2012

By:

/s/ J. Kendall Huber  
J. Kendall Huber  
Executive Vice President,  
General Counsel