

LG.Philips LCD Co., Ltd.  
Form 6-K  
May 16, 2005  
Table of Contents

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form 6-K

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REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934

For the month of May 2005

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## LG.Philips LCD Co., Ltd.

(Translation of Registrant's name into English)

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20 Yoido-dong, Youngdungpo-gu, Seoul 150-721, The Republic of Korea

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

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Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

*Note:* Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

*Note:* Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submission to furnish a report or other document that the registration foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

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**Table of Contents**

QUARTERLY REPORT

(From January 1, 2005 to March 31, 2005)

THIS IS A TRANSLATION OF THE QUARTERLY REPORT ORIGINALLY PREPARED IN KOREAN AND IS IN SUCH FORM AS REQUIRED BY THE KOREAN FINANCIAL SUPERVISORY COMMISSION.

IN THE TRANSLATION PROCESS, SOME PARTS OF THE REPORT WERE REFORMATTED, REARRANGED OR SUMMARIZED FOR THE CONVENIENCE OF READERS.

UNLESS EXPRESSLY STATED OTHERWISE, ALL INFORMATION CONTAINED HEREIN IS PRESENTED ON A NON-CONSOLIDATED BASIS IN ACCORDANCE WITH ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN KOREA, OR KOREAN GAAP, WHICH DIFFER IN CERTAIN RESPECTS FROM GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN CERTAIN OTHER COUNTRIES, INCLUDING THE UNITED STATES. WE HAVE MADE NO ATTEMPT TO IDENTIFY OR QUANTIFY THE IMPACT OF THESE DIFFERENCES

**Contents**

**(All information is presented on a non-consolidated Korean GAAP basis)**

1. Overview
  - A. Industry
  - B. Company
  
2. Information Regarding Shares
  - A. Shareholder list
  - B. Voting rights
  - C. Dividends
  
3. Major Products and Materials
  - A. Major products
  - B. Average selling price trend of major products
  - C. Major materials
  - D. Price trend of major materials
  
4. Production & Equipment
  - A. Production capacity and calculation
  - B. Production performance and working ratio
  - C. Investment plan

5. Sales
  - A. Sales performance
  - B. Sales route and sales method
  
6. Employees
  
7. Financial Information
  - A. Financial highlights
  - B. R&D expense
  - C. Domestic credit rating
  - D. Remuneration for directors & executive officers in Q1 2005
  
8. Major Events after March 31, 2005

Attachment: 1. Korean GAAP Quarterly Non-consolidated Financial Statements  
2. U.S. GAAP Quarterly Consolidated Financial Statements

## Table of Contents

### 1. Overview

#### A. Industry

##### (1) Industry characteristics and growth potential

- TFT-LCD technology is one of the most widely used technologies in the manufacture of flat panel displays and the demand for the flat panel displays is growing rapidly. There are high entry barriers due to its technology, capital-intensive characteristics, and the significant investments required to achieve economies of scale, among other factors. There is strong competition between a limited number of players within the industry and production capacity in the industry including ours is being continually increased.
- The demand for LCD panels for Notebook PC & Monitor has been closely related to the IT industry. The demand for LCD panels for TV is growing with the start of HDTV broadcasting and as LCD TV is anticipated to play a key role in the digital display area. In addition, LCD panel markets for applications, such as mobile phones, PDAs, medical applications and automobile navigation systems, among others, are growing steadily.
- The average selling prices of our display panels have declined in general and are expected to continually decline with time irrespective of industry-wide fluctuations as a result of, among other factors, technology advances and cost reductions.

##### (2) Cyclicity

- The TFT-LCD business has high cyclicity as a capital intensive business. In spite of the increase in demand for products, this industry has experienced periodic volatility caused by imbalances between demand and supply due to capacity expansion within the industry.
- Intense competition and expectations of demand growth may lead panel manufacturers to invest in manufacturing capacity on similar schedules, resulting in a surge in capacity when production is ramped up at new fabrication facilities.
- During such surges in capacity growth, our customers can exert and have exerted strong downward pricing pressure, resulting in sharp declines in average selling prices and significant fluctuations in our gross margins. Conversely, demand surges and fluctuations in the supply chain can lead to price increases.

##### (3) Competitiveness

- Our ability to compete successfully also depends on factors both within and outside our control, including product pricing, performance and reliability, successful and timely investment and product development, success or failure of our end-brand customers in marketing their brands and products, component and raw material supply costs, and general economic and industry conditions.
- Core competitiveness includes technology leadership, capability to design new products and premium products, timely investment in advanced fabs, cost leadership through application of large production lines, innovation of process and

productivity, and collaborative customer relationships.

**Table of Contents**

- Most importantly, cost leadership and stable and long-term relationships with customers are critical to secure profit even in a buyer's market.
- A substantial portion of our sales is attributable to a limited group of end-brand customers and their designated system integrators. The loss of these end-brand customers, as a result of customers entering into strategic supplier arrangements with our competitors or otherwise, would thus result in reduced sales.
- Developing new products and technologies that can be differentiated from those of our competitors is critical to the success of our business. We take active measures to protect our intellectual property internationally by obtaining patents and undertaking monitoring activities in our major markets. It is also necessary to recruit and retain the experienced key staffs and highly skilled line operators.

(4) Sourcing material

- Materials are sourced in-house (color filters) as well as from domestic and overseas vendors. However, the domestic portion has grown due to the active participation of domestic vendors.
- The shortage of raw materials may arise temporarily due to the rapid increase in demand for raw materials from capacity expansion in the TFT-LCD industry.
- We have purchased, and expect to purchase, a substantial portion of our equipment from a limited number of qualified foreign and local suppliers. From time to time, increased demand for new equipment may cause lead times to extend beyond those normally required by the equipment vendors.

(5) Others

- Most TFT-LCD panel makers are located in Asia.

a. Korea: LG.Philips LCD, Samsung Electronics (including Joint Venture between Samsung

Electronics and Sony Corporation), BOE-Hydis

b. Taiwan: AU Optronics, Chi Mei Optoelectronics, CPT, QDI, etc.

c. Japan: Sharp, Hitachi, etc.

d. China: SVA-NEC LCD, BOE-OT, etc.

B. Company

(1) Business overview

- We started the TFT-LCD business in 1998. We currently operate six fabrication facilities located in Gumi, Korea and three module facilities located in Gumi, Korea and Nanjing, China and we are constructing our 7th generation fab (P7) in Paju, Korea.



**Table of Contents**

- We became the first LCD maker in the world to commence commercial production at a 4th generation fab (P3) in July 2000 and at a 5th generation fab (P4) in March 2002 to meet the demand for large-size monitors.
- We started mass production at our 6th generation fab (P6) in August 2004, which have provided us with a full line-up of products and which allows us to meet growing customer demand for LCD TV panels in addition to LCD panels for Notebook PC and Monitor, etc.
- Business area of the company for disclosure is limited to LCD business.

(2) Market shares

- World wide market share of large-size TFT-LCD panels ( $\geq 10$  ) based on revenue

	<u>2004</u>	<u>2003</u>
Panel for Notebook PC	19.7%	19.9%
Panel for Monitor	22.7%	23.4%
Panel for TV	19.9%	26.0%
<b>Total</b>	<b>21.0%</b>	<b>22.5%</b>

(Source: DisplaySearch Q1 2005)

(3) Market characteristics

- Due to the recent high growth in the display appliance market for the flat display format, the scale of the LCD market is growing at a rapid rate, resulting in expansion of the market centered mainly in America, Japan, Europe and China.

(4) New business and forecast

- In March 2004, we broke ground for a new TFT-LCD industrial complex in Paju, Korea, and construction of P7 is currently in progress.
- We plan to commence mass production at P7 with an initial design capacity of 45,000 sheets per month, using 1,950 x 2,250 mm glass, during the first half of 2006. We may expand P7's capacity to 90,000 sheets per month depending on future market and other conditions. We currently estimate that the construction and build-out of P7, at a capacity of 90,000 sheets per month, will cost approximately W5.3 trillion.

**Table of Contents**

(5) Organization chart

- JRD : Joint Representative Director
- CEO : Chief Executive Officer
- CFO : Chief Financial Officer
- COO : Chief Operating Officer
- CTO : Chief Technology Officer

**2. Information Regarding Shares**

A. Shareholder List

(1) Total shares issued : 325,315,700 shares as of Mar. 31, 2005

(2) Principal shareholders and related parties as of Mar. 31, 2005

(Unit: share)

<u>Name</u>	<u>End of Dec. 2004</u>	<u>Increase/Decrease</u>	<u>Mar. 31, 2005</u>	<u>Cause of change</u>
LGE	145,000,000 (44.57%)		145,000,000 (44.57%)	
Philips	145,000,000 (44.57%)		145,000,000 (44.57%)	
<b>Total</b>	<b>290,000,000 (89.14%)</b>		<b>290,000,000 (89.14%)</b>	

(3) Shareholders who own 5% or more of our shares as of Mar. 31, 2005

(Unit: share)

<u>Name</u>	<u>Type of Stock</u>	<u>Number of shares</u>	<u>Ratio</u>
LGE	Common Stock	145,000,000	44.57%
Philips	Common Stock	145,000,000	44.57%
<b>Total</b>		<b>290,000,000</b>	<b>89.14%</b>

**Table of Contents**

## B. Voting rights as of Mar. 31, 2005

		(Unit: share)
<u>Description</u>		<u>Number of shares</u>
1. Shares with voting rights [A-B]		325,315,700
A. Total shares issued		325,315,700
B. Shares without voting rights		
2. Shares with restricted voting rights		
		<hr/>
Total voting right [1-2]		325,315,700

## C. Dividends

## (1) Dividends during the recent 3 fiscal years

<u>Description</u>	<u>2004</u>	<u>2003</u>	<u>2002</u>
Par value (Won)	5,000	5,000	5,000
Net income (Million Won)	1,655,445	1,019,100	288,792
Earnings per share (Won)	5,420	3,514	996
Retained earning for dividends (Million Won)	2,963,337	1,307,892	288,792
Total cash dividend amount (Million Won)			
Total stock dividend amount (Million Won)			
Cash dividend payout ratio (%)			
Cash dividend yield (%)			
Stock dividend yield (%)			
Cash dividend per share (Won)			
Stock dividend per share (Won)			

\* Earnings per share are calculated based on par value of 5,000 won.  
(Stock split was made from par value of 10,000 won to par value of 5,000 won per share as of May 25, 2004)

\* Retained earning for dividends is the amount before dividend is made.

\* Earnings per share was calculated by net income divided by weighted average number of common stock

**Table of Contents****3. Major Products and Materials**

## A. Major products

(Unit: In billions of won)

<b>Business area</b>	<b>Sales types</b>	<b>Items (Market)</b>	<b>Specific use</b>	<b>Major trademark</b>	<b>Sales (%)</b>
TFT- LCD	Commodity/ Product/ Service/ Other Sales	TFT-LCD (Overseas) TFT-LCD (Korea*)	Notebook, Monitor, TV Applications Panels, etc. Notebook, Monitor, TV Applications Panels, etc.	LG.Philips LCD LG.Philips LCD	1,581 (89.3%) 189 (10.7%)
Total					1,770 (100.0%)

\* Local export was included.

## B. Average selling price trend of major products

(Unit: USD)

<b>Description</b>	<b>Q1 2005</b>	<b>2004</b>	<b>2003</b>
TFT-LCD panel	2,236	3,090	3,051

\* Half-finished products in cells type are excluded.

## (1) Assumptions for calculations

- Average annual (or quarterly) selling price per m<sup>2</sup>

## (2) Major factors contributing to price fluctuation

- Price change due to fluctuation in market

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- Price change due to change in model mix

C. Major materials

(Unit: In billions of won)

Business area	Purchase types	Items	Specific use	Purchase amount		
					(%)	
				Remarks		
TFT- LCD	Materials	Glass	LCD Panel	239 (21.6%)		Samsung Corning Co., Ltd., NEG, etc.
		Back-Light		214 (19.4%)		
		Polarizer	97 (8.7%)			
		Others	556 (50.3%)			
Total				1,106 (100.0%)		

**Table of Contents**

## D. Price trend of major materials

(Unit : Won)

<u>Description</u>	<u>Q1 2005</u>	<u>2004</u>	<u>2003</u>
Glass	85,840	76,080	57,488
Back-Light	42,814	35,800	33,441
Polarizer	8,423	8,256	7,288

## (1) Assumption for calculation

- Average unit price of major raw materials

## (2) Major factors contributing to price fluctuations

- Difference between demand and supply
- Change in size of raw materials and changes in quantity.

**4. Production and Equipment**

## A. Production capacity and calculation

## (1) Production capacity

(Unit : 1,000 Glass sheets)

<u>Business area</u>	<u>Items</u>	<u>Business place</u>	<u>Q1 2005</u>	<u>2004</u>	<u>2003</u>
TFT- LCD	TFT-LCD	Gumi	1,797	6,644	5,280

## (2) Calculation of Capacity

## a. Method

Assumptions for calculation

- Based on input production capacity

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### Calculation method

- Average monthly input capacity for 4th quarter x given periods (12 months) in case of 2004 and 2003.
  - Monthly input capacity for the recent month of 1st quarter x 3 months in case of Q1 2005.
- b. Average working hours
- Refer to B-(2)

**Table of Contents**

B. Production performance and working ratio

(1) Production performance

(Unit: 1,000 Glass sheets)

**Business**

<u>area</u>	<u>Items</u>	<u>Business place</u>	<u>Q1 2005</u>	<u>2004</u>	<u>2003</u>
TFT-LCD	TFT-LCD	Gumi	1,724	6,033	4,715

\* Based on input glass

(2) Working Ratio

(Unit: Hours)

<u>Business place (area)</u>	<u>Maximum working hours of Q1 2005</u>	<u>Real working hours of Q1 2005</u>	<u>Average working ratio</u>
Gumi (TFT-LCD)	2,160 (24HR. X 90 Days)	2,160 (24HR. X 90 Days)	100%

C. Investment plan

(1) Investment in progress

**Investment**

**Assets**

*There may not be a public market for the debentures.*

price you originally paid for them or at the time you wish to sell them. Future trading prices of the debentures will depend on many factors including, among other things,



*Changes in our credit ratings or the debt markets could adversely affect the market price of the debentures.*

The market price for the debentures depends on many factors, including, among other things:

by unfavorable changes in these factors. The condition of the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the

es that they follow, including us. The credit rating agencies also evaluate the insurance industry as a whole and may change our credit rating based on their overall vi

**Risks Related to THG**

all of the information included and incorporated by reference in this prospectus, including Item 1A. Risk Factors incorporated by reference from our Annual Report

S-10

**USE OF PROCEEDS**

underwriters exercise their option to purchase additional debentures in full) after deducting underwriting discounts and estimated offering expenses payable by us. We

S-11

**CAPITALIZATION**

tures (after deducting the underwriting discount and estimated offering expenses payable by us, and assuming no exercise of the underwriter's over-allotment option

**As of December 31, 2012**  
**(Unaudited in millions)**

	\$
	\$
	\$
	\$
	\$
	\$

**DESCRIPTION OF DEBENTURES**

*information in the accompanying prospectus. The following description does not purport to be complete and is subject to, and qualified in its entirety by reference to,*

**General**

. The debentures will be issued only in denominations of \$25 and multiples of \$25 in excess thereof. Payments of principal of, and interest on, the debentures will

the additional debentures are not fungible with the debentures being offered by this prospectus supplement, the additional debentures will have a separate CUSIP number.

**Subordination**

Indebtedness and equal with our outstanding 8.207% Junior Subordinated Deferrable Interest Debentures and any other future Indebtedness Ranking on a Parity with

assets or any bankruptcy, insolvency, or similar proceedings, the holders of Senior Indebtedness will first be entitled to receive payment in full in cash or other satisfactory

Indebtedness outstanding at the time of such acceleration will first be entitled to receive payment in full in cash or other satisfactory consideration of all such Senior Indebtedness

been or would be permitted upon notice or the passage of time to be accelerated because of a default, then, unless and until such default shall have been cured or waived

be made, in each case unless and until all amounts due or to become due on such Senior Indebtedness are paid in full in cash or other satisfactory co

idiaries had approximately \$171.3 million in long-term third-party indebtedness outstanding, \$46.3 million of which was repaid in January 2013. See Risk Factors

the date of the first issuance of the debentures or thereafter created, assumed or incurred, except Indebtedness Ranking on a Parity with the Debentures or Indebted

or thereafter created, assumed or incurred, which specifically by its terms ranks equally with and not prior to the debentures in right of payment upon our dissolution

and not equally with or prior to the debentures (and any other Indebtedness Ranking on a Parity with the Debentures) in right of payment upon our dissolution, windin

r assets acquired other than in the ordinary course of business, (D) all obligations for the reimbursement of any letter of credit, banker s acceptance, security purchas

### **Maturity**

The debentures will mature on March , 2053.

S-14

**Interest**

, , and of each year, beginning on , 2013, each of which we refer to as an interest payment date, to the record holders at the close of business on the interest payment date or the redemption date, as the case may be. The amount of interest payable for any interest payment period will be computed on the basis of a 360-day year.

and quarterly at a rate per year equal to the rate of interest on the debentures until paid. References to interest include interest accruing on the debentures, interest on the debentures, and interest on the debentures.

**Option to defer interest payments**

or the earlier acceleration or redemption of the debentures. During an Optional Deferral Period, interest will continue to accrue on the debentures, and deferred interest will continue to accrue on the unpaid deferred interest.

unpaid deferred interest, including compounded interest, for a period of 30 days after the conclusion of such five-year period will result in an event of default giving rise to the acceleration of the debentures.

date. In addition, our failure to pay interest on the debentures on any interest payment date will itself constitute the commencement of an Optional Deferral Period unless we have paid all accrued and unpaid interest on the debentures.

**Payment restrictions during a deferral period**

After the commencement of an Optional Deferral Period until we have paid all accrued and unpaid interest on the debentures, we will not, and will not permit any of our subsidiaries to, declare or pay any dividends or distributions on, or redeem, purchase, acquire, or make a liquidation payment with respect to, any of our capital stock (which includes preferred stock).

make any payment of principal, interest or premium on or repay, repurchase or redeem any Indebtedness Ranking on a Parity with the Debentures or Indebtedness Ranking

make any guarantee payments with respect to any guarantee by us of any securities of any of our subsidiaries if such guarantee ranks pari passu with or junior in right

other than:

rights to subscribe for or purchase shares of, our capital stock where the dividend stock or stock issuable upon exercise of such options, warrants or other rights is the same

as a dividend in connection with the implementation of a stockholder's rights plan, or the issuance of capital stock under any such plan in the future, or the redemption

of a dividend in connection with the implementation of a stockholder's rights plan, or the issuance of capital stock under any such plan in the future, or the redemption

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of a dividend in connection with the implementation of a stockholder's rights plan, or the issuance of capital stock under any such plan in the future, or the redemption

#### **Optional redemption of the debentures**

We may redeem the debentures in increments of \$25 principal amount:



S-16

*Tax event* means that we will have received an opinion of counsel, rendered by a law firm of nationally recognized standing that is experienced in such matters,

change is asserted against us or becomes publicly known on or after the original issue date of the debentures, there is more than an insubstantial increase in the risk that in

amendment, clarification or change results in (a) the shortening of the length of time the debentures are assigned a particular level of equity credit by that rating agen

the semiannual equivalent yield to maturity or interpolated (on a day count basis) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury I

securities selected by an Independent Investment Banker as having an actual or interpolated maturity that would be utilized, at the time of selection and in accordance

and Wells Fargo Securities, LLC, and their successors, appointed by the Trustee after consultation with the Company or, if such firm is unwilling or unable to select

the average of four Reference Treasury Dealer Quotations for such date of redemption, after excluding the highest and lowest of such Reference Treasury Dealer Quotations.

provided that (1) if any of Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, or their respective successors or affiliates, shall be the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed, in each case, as a percentage of its principal amount) or

the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed, in each case, as a percentage of its principal amount) or

in such manner as it shall deem appropriate and fair, the principal amount of such debentures held by each beneficial owner of such debentures to be redeemed. The Trustee shall

on and after the date of redemption, interest will cease to accrue on the debentures or any portion of the debentures called for redemption, unless we default in the payment of

#### **Events of Default**

set forth under the heading "Description of Debt Securities - Events of Default" in the accompanying prospectus shall not apply to the debentures. The following events of default shall constitute

the amount of all the debentures to be due and payable immediately by a notice in writing to us, and to the trustee if given by holders. If an event of default occurs because of our failure to pay

A holder of the debentures will only have the right to institute a proceeding under the indenture or to seek other remedies if:

ements with the trustee regarding our compliance with the covenants in the indenture. The trustee will generally give the holders of the debentures notice within 90 da

### **Transfer**

will be made for any registration of transfer or exchange of debentures, but payment will be required of a sum sufficient to cover any tax or other governmental charg

### **Listing**

d to apply to list the debentures on the NYSE under the symbol . If the application is approved, we expect trading of the debentures on the NYSE to begin

### **Agreement by holders to treat debentures as indebtedness for tax purposes**

pting the debentures or a beneficial interest therein, be deemed to have agreed that the holder intends that the debentures constitute indebtedness and will treat the deb

### **Book-entry system**

y as fully registered securities registered in the name of Cede & Co., the depositary's nominee. One or more fully registered global security certificates, representing

at some purchasers of securities take physical delivery of securities in definitive form. These laws may impair the ability to transfer beneficial interests in the debentu

e systems. Clearstream, Luxembourg and Euroclear will hold interests on behalf of their participants through customers' securities accounts in Clearstream, Luxemb



and pledges, in deposited securities through electronic computerized book-entry changes in DTC Participants' accounts, thereby eliminating the need for physical m

nally traded securities and securities lending and borrowing. Clearstream, Luxembourg interfaces with domestic markets in several countries. As a professional depo

entures held beneficially through Clearstream, Luxembourg will be credited to cash accounts of Clearstream Participants in accordance with its rules and procedures,

clear Participants ) and to clear and settle transactions between Euroclear Participants through simultaneous electronic book-entry delivery against payment, thereby

operator, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear Operator. Euroclear Participants include banks (in

cedures of the Euroclear System, and applicable Belgian law (collectively, the Terms and Conditions ). The Terms and Conditions govern transfers of securities and

S-20

ic securities clearance accounts. The Euroclear Operator acts under the Terms and Conditions only on behalf of Euroclear Participants, and has no records of or relat

o the debentures held beneficially through Euroclear will be credited to the cash accounts of Euroclear Participants in accordance with the Terms and Conditions, to t

ated debentures to each person that the depositary identifies as the beneficial owner of the debentures represented by a global security certificate upon surrender by t

ying the beneficial owners of the debentures. We and the trustee may conclusively rely on, and will be protected in relying on, instructions from the depositary or its

ee, as the case may be, will be considered the sole owner and holder of the global security certificates and all debentures represented by these global security certificat

the debentures represented by the global security certificates and all transfers and deliveries of related debentures will be made to the depositary or its nominee, as th

rticipant, with respect to interests of persons held by the participant on their behalf. Payments, transfers, deliveries, exchanges and other matters relating to beneficia

n order to facilitate transfers of interests in the global security certificates among participants, the depositary is under no obligation to perform or continue to perform

responsibility for the performance by the depositary or its direct participants or indirect participants under the rules and procedures governing the c

n concerning the depositary, its book-entry system, Clearstream, Luxembourg and Euroclear has been obtained from sources that we believe to be reliable, but we hav

#### **Global clearance and settlement procedures**

dance with DTC rules and will be settled in immediately available funds using DTC's Same-Day Funds Settlement System. Secondary market trading between Clear

national clearing system by the counterparty in such system in accordance with its rules and procedures and within its established deadlines (European time). The rele

entures settled during such processing will be reported to the relevant Euroclear Participant or Clearstream Participant on such business day. Cash received in Clearst

ing procedures in order to facilitate transfers of debentures among participants of DTC, Clearstream, Luxembourg and Euroclear, they are under no obligation to per

#### **About the trustee**

he Trustee reasonable indemnity against the costs, expenses and liabilities which might result. The Trustee is not required to expend or risk its own funds or otherwis

S-22



The Trustee may resign or be removed with respect to one or more series of debt securities under the Indenture, and a successor trustee may be appointed to act w

**Applicable law**

The debentures and the Indenture will be governed by, and construed in accordance with, the laws of the State of New York.

**Payment and paying agent**

nts on the debentures at the office of the paying agent designated by us, except that we may pay interest by check mailed to the registered holder or by wire transfer i

ustee for the payment of principal of, or any premium, interest or additional amounts on, a debenture which remains unclaimed at the end of two years will be repaid

The U.S. Bank National Association will act as paying agent for the debentures.

S-23

**MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES**

The following discussion summarizes the material U.S. federal tax consequences of the ownership and disposition of the debentures. This sum

ctions 877 or 877A of the Code; or traders in securities that have elected to use a mark-to-market method of accounting for their securities holdings);

, the tax treatment of a partner in the partnership generally will depend on the status of the partner and the activities of the partnership. If you are a partnership or a pa

**tax advisors with regard to the tax consequences to them in light of their particular situation and the application of any other U.S. federal as well as state, loc**

**Classification of the Debentures**

acquiring an interest in a debenture each beneficial owner of a debenture agrees, to treat the debenture as indebtedness for U.S. federal income tax purposes, and the

S-24

discussed herein. If the IRS were to argue successfully that the debentures should be treated as equity rather than debt, the tax consequences of an investment in the debentures

You should consult your own tax advisor regarding the tax consequences if the debentures were to be treated as equity rather than debt for U.S. federal income tax purposes.

### **Material U.S. Federal Income Tax Consequences to U.S. Holders**

The following summarizes the material federal income tax consequences of the ownership and disposition of the debentures by a U.S. Holder. For purposes of this summary, U.S. Holder means a beneficial owner who is a U.S. person for federal income tax purposes.

#### *Treatment of Stated Interest and Original Issue Discount*

The likelihood of interest deferral is remote. We believe that the likelihood of interest deferral is remote and therefore that the possibility of such deferral will not result in the debentures being treated as having original issue discount (OID).

Interest due after such deferral, would be treated as OID. If the debentures are treated as issued with OID, then a holder will be required to include the OID on such debt in the holder's gross income for the year in which the interest is due.

#### *Treatment of Taxable Dispositions of Debentures*

On the sale, exchange, retirement, or other taxable disposition (each, a disposition) of a debenture, a U.S. Holder generally will recognize gain or loss equal to the difference between the amount realized and the holder's adjusted basis in the debenture.

ed in income and reduced by any payments (other than payments constituting qualified stated interest) received on the debenture. Gain or loss realized on the disposi

### **Certain U.S. Federal Income Tax Consequences to Non-U.S. Holders**

of the debentures by a holder that is a Non-U.S. Holder. For purposes of this summary, Non-U.S. Holder means a beneficial owner of a debenture or debentures,

s (within the meaning of the Code) and passive foreign investment companies (within the meaning of the Code), or under tax treaties to which the United States i

#### ***Treatment of Interest***

will not be subject to U.S. federal income or withholding tax in respect of interest income (including OID, if any) on a debenture if the interest income qualifies for th

If the Non-U.S. Holder holds its debentures through a financial institution or other agent acting on its behalf, the Non-U.S. Holder will be required to provide appropr

Alternatively, an exemption applies to the 30% U.S. withholding tax if the interest (including OID, if any) is effectively connected with the Non-U.S. Holder's conduct.

*Treatment of Taxable Dispositions of Debentures*

Under the law concerning FATCA (as defined below) withholding and backup withholding, a Non-U.S. Holder generally will not be subject to U.S. federal income tax on gain realized

if the gain (net of any capital losses from U.S. sources) exceeds capital losses from U.S. sources. If the second exception above applies, the Non-U.S. Holder generally will be subject to U.S. federal income tax with respect to

**FATCA Withholding**

holders of such institution; or (b) a foreign entity that is not a financial institution (as a beneficial owner or as an intermediary), unless such entity provides the withholding

S-27

**Certain U.S. Information Reporting Requirements and Backup Withholding**

*U.S. Holders*

ough a broker or other securities intermediary, the intermediary) may be required to file information returns with the IRS with respect to payments of interest made to  
est income, or otherwise fails to comply with the applicable requirements of the backup withholding rules. Backup withholding is not an additional tax. Any amounts

*Non-U.S. Holders*

The U.S. rules concerning information reporting and backup withholding applicable to Non-U.S. Holders are as follows:

rovided and the interest is exempt from the 30% withholding tax; and

the non-U.S. office of a broker that has one of certain connections to the United States.

will be allowed as a credit against the Non-U.S. Holder's U.S. federal income tax liability provided the required information is timely furnished to the IRS. Prospects

**ICULAR SITUATION. HOLDERS SHOULD CONSULT THEIR TAX ADVISORS REGARDING THE TAX CONSEQUENCES TO THEM OF THE OV**

S-28

**UNDERWRITING**

Subject to certain conditions, each underwriter has severally agreed to purchase the principal amount of debentures indicated in the following table. Morgan Stanley &

initial public offering price set forth on the cover page of this prospectus supplement less the applicable underwriting discount and commissions. To the extent the op

res. Any such securities dealers may resell any debentures purchased from the underwriters to certain other brokers or dealers at a discount from the initial public off

trading of the debentures on the NYSE is expected to commence within 30 days after they are first issued. THG has been advised by the underwriters that the underw

additional debentures. The underwriters can close out a covered short sale by exercising the option or purchasing debentures in the open market. In determining the so

S-29

ing that could adversely affect investors who purchase in this offering. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing

when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased debentures

otherwise affect the market price of the debentures. As a result, the price of the debentures may be higher than the price that otherwise might exist in the open market. If the

THG estimates that its share of the total expenses of the offering, excluding the underwriting discount, will be approximately \$            million

THG has agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended

(15c-5). Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally are required to settle in three business days, unless the parties to a trade expressly

investing, investment management, investment research, principal investment, hedging, financing and brokerage activities. Certain of the underwriters and their respective

on their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of THG. The underwriters

### **Offering Restrictions**

#### ***European Economic Area***

and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementing



(a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;

the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive;

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

the offer of debentures shall require the issuer or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 17 of the Prospectus Directive;

to purchase or subscribe the debentures, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.

***United Kingdom***

Each underwriter has represented and agreed that:

it has not made an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (FSMA)) received by it in relation to the debentures in, from or otherwise in connection with the offer of the debentures;

it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the debentures in, from or otherwise in connection with the offer of the debentures;

***Hong Kong***

the Companies Ordinance (Cap. 32, Laws of Hong Kong), and no advertisement, invitation or document relating to the debentures may be issued or may be in the possession of any person in Hong Kong.

***Japan***

the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and each underwriter has agreed that it will not offer or sell any debentures in Japan.

or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, a

*Singapore*

ures be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an

hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries rights

**VALIDITY OF THE DEBENTURES**

validity of the debentures offered hereby will be passed upon for us by Ropes & Gray LLP, Boston, Massachusetts, and for the underwriters by Davis Polk & Ward

**INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

ned in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference into this prospectus supplement or the accompanying pro

ou to those documents. The information incorporated by reference is an important part of this prospectus supplement and accompanying prospectus, and information

S-32

(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, (other than documents or information deemed to have been furnished and not filed in accordance

y materials that the Company files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain inform

The Hanover Insurance Group, Inc.

Attn: Investor Relations

440 Lincoln Street

Worcester, Massachusetts 01653

(508) 855-1000

e filings are also available, without charge, on our website at <http://www.hanover.com>. The contents of our website have not been, and shall not be deemed to be, inc

S-33

**PROSPECTUS**

**Common Stock**

**Preferred Stock**

**Warrants**

**Debt Securities**

**Depositary Shares**

**Stock Purchase Contracts**

**Units**

s and matters related to a specific offering will be described in one or more prospectus supplements to this prospectus. The prospectus supplements may also add to, u  
ctors or through underwriters, dealers or agents, or through a combination of these methods at prices and on terms determined at the time of offering. If agents, under  
the common stock of The Hanover Insurance Group, Inc. is listed on the New York Stock Exchange under the symbol THG. On March 15, 2013, the closing price

**Investing in these securities involves certain risks. See Risk Factors on page 1 and in the applicable prospectus.**

The address of our principal executive offices is 440 Lincoln Street, Worcester, Massachusetts, 01653, and our telephone number is (508) 855-

ange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete.

**The date of this prospectus is March 20, 2013.**

**Table of Contents**

**ABOUT THIS PROSPECTUS**

nt that will contain specific information about the terms of that offering. The applicable prospectus supplement also may contain important information about U.S. federal securities laws and the registration statement. We omitted certain parts of the registration statement from this prospectus as permitted by the SEC. We refer you to the registration statement and its exhibits for more information. This prospectus and any accompanying prospectus supplement do not constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction that they do not lawfully relate, nor do this prospectus and any accompanying prospectus supplement constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction that they do not lawfully relate.

In this prospectus, unless otherwise stated or the context otherwise requires, references to THG, we, us and our refer to The Hanover Insurance Company of America.

**RISK FACTORS**

Reports on Form 8-K filed subsequently to the Annual Report, which are incorporated by reference into this prospectus and any prospectus supplement in their entirety.

**WHERE YOU CAN FIND MORE INFORMATION**

materials that we file with the SEC at its Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room and supersede the information included and/or incorporated by reference in this prospectus. We incorporate by reference into this prospectus the documents listed in the table below.

You may obtain documents incorporated by reference into this prospectus at no cost by requesting them in writing or telephoning us at the following address:

The Hanover Insurance Group, Inc.

Attn: Investor Relations

440 Lincoln Street

Worcester, Massachusetts 01653

(508) 855-1000

Our filings are also available, without charge, on our website at <http://www.hanover.com>. The contents of our website have not been, and shall not be deemed to be, incorporated by reference into this prospectus. Exhibits for further information regarding us and our securities. The Registration Statement may be inspected at the public reference facilities maintained by the SEC at the following address:

**THE HANOVER INSURANCE GROUP, INC.**

tates, or U.S. The Hanover Insurance Company, or Hanover Insurance, and Citizens Insurance Company of America, or Citizens, are our principal U.S. property and  
concentrated in the Northeast, Midwest and Southeast U.S. We also continue to actively grow our commercial lines presence in the Western region of the U.S. Our Char  
We are incorporated in the state of Delaware, our principal executive offices are located at 440 Lincoln Street, Worcester, Massachusetts, 01653 and our telephone

**USE OF PROCEEDS**

r securities offered by this prospectus for general corporate and working capital purposes. General corporate and working capital purposes may include repurchase of

**RATIO OF EARNINGS TO FIXED CHARGES**

Our consolidated ratio of earnings to fixed charges for each of the periods indicated are as follows:

**Fiscal Years Ended  
December 31,  
2010**

5.112x



**GENERAL DESCRIPTION OF SECURITIES**

by any prospectus supplement and the extent, if any, to which the general terms set forth below do not apply to those securities, will be described in the related prospectus supplement. We may also, from time to time, amend this prospectus to add, update or change the information contained in this prospectus by means of a post-effective amendment to the registration statement.

**DESCRIPTION OF CAPITAL STOCK**

**Common Stock**

The terms of our common stock is subject to and qualified in its entirety by reference to our charter and by-laws, both of which are included as exhibits to the registration statement.

We are authorized to issue 300,000,000 shares of common stock. As of December 31, 2012, we had 44,297,934 shares of common stock outstanding. No shares of common stock were submitted to a vote of the stockholders. The holders of our common stock do not have any cumulative voting rights. The holders of our common stock are entitled to receive dividends as declared by the board of directors. The holders of our common stock have no preemptive, subscription, redemption, sinking fund or conversion rights. All shares of common stock have equal rights and preferences.

*Transfer Agent and Registrar.* The transfer agent and registrar for our common stock is Computershare Limited.

*New York Stock Exchange.* Our common stock is listed for quotation on the New York Stock Exchange under the symbol THG.

**Preferred Stock**

Refer to the prospectus supplement for that series of preferred stock and in any related free writing prospectus that we may authorize to be distributed to purchasers. The terms of any series of preferred stock are set forth in the prospectus supplement.

the date of this prospectus, no shares of our preferred stock were outstanding. We are authorized to issue 20,000,000 shares of preferred stock, par value \$0.01 per share, with voting or conversion rights that could adversely affect the voting power or other rights of the holders of our common stock. The issuance of preferred stock, which

Our board of directors will make the determination to issue such shares based on its judgment as to our best interests and the best interests of our stockholders. In this prospectus, we will describe the terms of the preferred stock in the prospectus supplement for such offering and will file a copy of the certificate establishing the terms of the

The preferred stock offered by this prospectus, when issued, will not have, or be subject to, any preemptive or similar rights. The preferred stock, when issued, will be subject to the

*Transfer Agent and Registrar.* The transfer agent and registrar for any series or class of preferred stock will be set forth in each applicable prospectus supplement.

**Provisions of Our Certificate of Incorporation and By-laws and Delaware Law That May Have Anti-Takeover Effects**

anti-takeover effect and may prevent, delay, or defer a tender offer or takeover attempt that a stockholder may deem in his, her, or its best interest. The existence of these provisions may

*Staggered Board, Removal of Directors, and Charter Amendments relating to the Board*

Each class being as nearly equal in number as possible, serving staggered three year terms. Our certificate of incorporation provides that any amendments to the certificate of incorporation

nds of the shares of capital stock issued and outstanding and entitled to vote. These provisions may have the effect of making it more difficult for a third party to acquire

*Authorized but Unissued Shares*

series, impede the completion of a takeover effort. Our board of directors may determine that the issuance of such shares of preferred stock is in our, and our stockholders',

*Advance Notice Requirements for Director Nominations*

the board of directors or proposing business must provide advanced notice to us not less than 60 days nor more than 90 days prior to the anniversary date of the prior year's

*Limits on Ability of Stockholders to Act by Written Consent*

directors, our chairman of the board, if any, or our president. Further, business transacted at any special meeting of stockholders is limited to matters relating to the purchase

*Section 203 of the General Corporation Law of the State of Delaware*

tion Law. This statute regulating corporate takeovers prohibits a Delaware corporation from engaging in any business combination with an interested stockholder for

ociates (1) owns 15% or more of a corporation s voting securities or (2) is an affiliate or associate of a corporation and was the owner of 15% or more of the corpora

**DESCRIPTION OF WARRANTS**

preferred stock and/or debt securities in one or more series together with other securities or separately, as described in each applicable prospectus supplement. Below

The applicable prospectus supplement will contain, where applicable, the following terms of and other information relating to the warrant

*Transfer Agent and Registrar.* The transfer agent and registrar for any warrants will be set forth in the applicable prospectus supplement.

#### **DESCRIPTION OF DEBT SECURITIES**

curities will be issued under an indenture (as amended and supplemented from time to time, the indenture ), dated as of March 20, 2013, between us and U.S. Bank. The terms and provisions of the indenture and the debt securities. You should refer to the indenture and the applicable prospectus supplement for complete information re

#### **General**

of our other existing and future indebtedness and other liabilities that are not, by their terms, expressly subordinated in the right of payment to the senior debt securities. The terms and provisions of the indenture and the debt securities. A prospectus supplement relating to any series of debt securities being offered will include specific terms re



## Edgar Filing: LG.Philips LCD Co., Ltd. - Form 6-K

We will have the ability under the indenture to reopen a previously issued series of debt securities and issue additional debt securities of that series or establish a new series of debt securities. As a result of this ability, the covenants contained in the indenture may not protect holders of the debt securities in the event of a highly leveraged or other transaction involving the Company. An original issue discount security is a security, including any zero-coupon security, that under applicable U.S. federal income tax law has a stated redemption price at maturity less than its issue price.

curities is issued as original issue discount securities, the special U.S. federal income tax, accounting and other considerations applicable to original issue discount securities

#### **Form, Exchange and Transfer**

The debt securities will be issuable as registered securities. The ownership or transfer of debt securities will be listed in the security register described in the prospectus supplement. On behalf of, a depository, identified in an applicable prospectus supplement. If debt securities are issued in global form, one certificate will represent a large number of debt securities

debt securities is payable in, or if any debt securities are denominated in, one or more foreign currencies, the restrictions, elections, certain U.S. federal income tax consequences

Unless otherwise specified in the applicable prospectus supplement, debt securities denominated in U.S. dollars will be issued only in denominations of \$1,000 and in multiples of \$100. The Registrar, as defined in the indenture, without service charge and upon payment of any taxes and other governmental charges as described in the indenture. This registration

changed for definitive debt securities only if the depository notifies us that it is unwilling or unable to continue as depository, we decide to issue definitive securities, or if the Registrar

#### **Payment and Paying Agents**

designated, except that we may pay interest by check mailed to, or wire transfer to the account of, the holder. Unless otherwise specified in any applicable prospectus supplement, interest

in the United States initially appointed by us for a series of debt securities will be named in the applicable prospectus supplement. In addition, we will be required to maintain a bank account

#### **Consolidation, Merger or Conveyance**

We have the ability to merge or consolidate with, or convey, transfer or lease all or substantially all of our property, to another corporation, provided that the transferee



indenture on the part of us to be performed or observed;

**Events of Default**

The following are events of default with respect to any series of debt securities issued:

holders of at least 25% in principal amount of the outstanding securities of that series specifying such default or breach and requiring it to be remedied;

each debt security of that series due and payable immediately by a notice in writing to us, and to the trustee if given by holders. If an event of default occurs because

A holder of the debt securities of any series will only have the right to institute a proceeding under the indenture or to seek other remedies

ements with the trustee regarding our compliance with the covenants in the indenture. The trustee will generally give the holders of debt securities notice within 90 da

**Waiver, Modifications and Amendment**

ity of the principal amount of the outstanding debt securities of any particular series may, on behalf of the holders of all debt securities of the series, waive past defau

gregate principal amount of the outstanding debt securities of each series affected may, on behalf of the holders of all debt securities of the series, waive our complia

of a majority of the principal amount of the outstanding debt securities of each series that is affected. However, without the consent of each directly affected holder, su

the redemption date);

y outstanding debt securities not payable in U.S. dollars is the amount of U.S. dollars that could be obtained for this principal amount based on the market rate of exc

We and the trustee may amend the indenture without the consent of the holders for any of the following purposes:

#### **Defeasance and Covenant Defeasance**

Unless otherwise specified in the prospectus supplement relating to a series of debt securities, subject to certain conditions, we may elect either to defease the securities by depositing with the trustee cash or U.S. government securities which through the payment of principal and interest in accordance with their terms will provide money in an amount sufficient to pay the principal and interest on the securities.

ous payments on their scheduled due dates. This type of a trust may only be established if, among other things, we have delivered to the trustee an opinion of counsel

#### **Governing Law**

The indenture and the debt securities will be governed by, and construed in accordance with, the laws of the State of New York.

#### **Information Concerning the Trustee**

the trustee under the indenture. We may, from time to time, borrow from or maintain deposit accounts and conduct other banking transactions with U.S. Bank Nation

#### **DESCRIPTION OF DEPOSITARY SHARES**

nd any description of deposit agreements in the applicable prospectus supplement may not be complete and is subject to, and is qualified in its entirety by reference to

ck represented by depositary shares will be deposited under a deposit agreement between us and a bank or trust company selected by us having its principal office in t

ment, including the form of depositary receipt, will be established at the time of the offering of any depositary shares and will be described in the applicable prospect

#### **DESCRIPTION OF STOCK PURCHASE CONTRACTS**

ne applicable prospectus supplement may not be complete and is subject to, and is qualified in its entirety by reference to the stock purchase contract agreement and, i

preferred stock or depositary shares, as applicable, at a future date or dates. The price per share of common stock, preferred stock or depositary shares, as applicable,

payments to the holders of the stock purchase contracts or vice versa, and these payments may be unsecured or prefunded on some basis. The stock purchase contracts

The applicable prospectus supplement may contain, where applicable, the following information about the stock purchase contracts issued un

#### **DESCRIPTION OF UNITS**

units in the applicable prospectus supplement may not be complete and is subject to, and is qualified in its entirety by reference to, the unit agreement and, if applicab  
s. Each unit will be issued so that the holder of the unit is also the holder of each security included in the unit. Thus, the holder of a unit will have the rights and oblig

The applicable prospectus supplement may describe:

**PLAN OF DISTRIBUTION**

**General**

The securities may be sold:

The prospectus supplement for the securities or any series thereof that we sell will describe, to the extent required, information with respect to that offer

**Underwriters**

relating to the securities that we will offer. Unless otherwise set forth in the applicable prospectus supplement, the obligations of the underwriters to purchase these securities. Underwriters may sell these securities to or through dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters.

**Agents**

involved in the offer or sale of these securities and will list commissions payable by us to these agents in the applicable prospectus supplement. These agents will be acting as

**Direct sales**

We may sell any of the securities directly to purchasers. In this case, we will not engage underwriters or agents in the offer and sale of the applicable securities.



**Indemnification**

or agents who participate in the distribution of securities against certain liabilities, including liabilities under the Securities Act, and agree to contribute to payments

**Certain relationships**

Agents, underwriters and dealers may engage in transactions with, or perform services for, us and our respective subsidiaries in the ordinary course

**No assurance of liquidity**

securities from us may make a market in these securities. The underwriters will not be obligated, however, to make a market and may discontinue market-making at



**VALIDITY OF SECURITIES**

Unless the applicable prospectus supplement indicates otherwise, the validity of the securities will be passed upon on behalf of THG by Ropes & Gray LLP, B

**EXPERTS**

on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2012

