

HANOVER INSURANCE GROUP, INC.

Form 8-K

May 18, 2011

**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 17, 2011

**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.)

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**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 17, 2011. At that meeting, THG s shareholders elected each of THG s nominees for director to hold office until the 2014 annual meeting of shareholders and until their successors are duly elected and qualified. THG s shareholders also approved an advisory vote on executive compensation, recommended that shareholder advisory votes on executive compensation be held annually, and ratified the appointment of PricewaterhouseCoopers LLP as THG s independent registered public accounting firm for 2011. 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 |
|--------------------|------------|---------------|-----------------|------------------|
| John J. Brennan    | 33,692,565 | 277,313       | 270,437         | 2,166,862        |
| David J. Gallitano | 33,077,984 | 891,916       | 270,415         | 2,166,862        |
| Wendell J. Knox    | 33,314,782 | 653,618       | 271,915         | 2,166,862        |
| Robert J. Murray   | 28,991,401 | 4,977,964     | 270,950         | 2,166,862        |

**Item 2 Advisory Vote on Executive Compensation**

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 32,677,133 | 1,515,533     | 47,533          | 2,166,862        |

**Item 3 Advisory Vote on the Frequency of Holding Advisory Votes on Executive Compensation**

| One Year   | Two Years | Three Years | Votes Abstained | Broker Non-Votes |
|------------|-----------|-------------|-----------------|------------------|
| 29,455,077 | 158,915   | 4,586,793   | 39,530          | 2,166,862        |

In line with the advisory voting by our shareholders, THG intends to include an advisory shareholder vote on executive compensation in its proxy statement every year until the next required advisory shareholder vote on the frequency of holding shareholder votes on executive compensation.

**Item 4 Ratification of Independent Registered Public Accounting Firm**

| Votes For  | Votes Against | Votes Abstained |
|------------|---------------|-----------------|
| 35,888,444 | 483,177       | 35,556          |

**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 18, 2011

By: /s/ J. Kendall Huber  
J. Kendall Huber  
Executive Vice President, General Counsel  
and Assistant Secretary