

HANOVER INSURANCE GROUP, INC.
Form S-8 POS
May 21, 2009

As filed with the Securities and Exchange Commission on May 21, 2009

Registration No. 333-580

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

The Hanover Insurance Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

04-3263626
(I.R.S. Employer
Identification No.)

440 Lincoln Street

Worcester, MA 01653

(Address of principal executive offices, including zip code)

Citizens Insurance Company of America

Employees 401(k) Matched Savings Plan

(Full title of the plan)

J. Kendall Huber

Senior Vice President and General Counsel

440 Lincoln Street

Worcester, MA 01653

(508) 855-1000

(Name, address and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Julie H. Jones, Esq.

Ropes & Gray LLP

One International Place

Boston, MA 02110

617-951-7000

617-951-7050 (facsimile)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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| | | | |
|---|-------------------------------------|---------------------------|----|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | .. |
| Non-accelerated filer | <input type="checkbox"/> | | |
| (Do not check if a smaller reporting company) | <input type="checkbox"/> | Smaller reporting company | .. |

EXPLANATORY STATEMENT

The Hanover Insurance Group, Inc. (the Registrant) is filing this post-effective amendment to deregister certain securities originally registered pursuant to the registration statement on Form S-8 filed on January 24, 1996 (Registration No. 333-580) (the Prior Registration Statement), with respect to 1,000,000 shares of Common Stock, par value \$.01 per share, of the Registrant (the Carried Forward Shares), thereby registered for offer or sale pursuant to the Citizens Insurance Company of America Employees 401(k) Matched Savings Plan (the Prior Plan). The Registrant has since merged the Prior Plan into The Hanover Insurance Group Retirement Savings Plan (the Hanover 401(k) Plan). No additional shares will be issued under the Prior Plan.

Contemporaneously with the filing of this post-effective amendment, the Registrant is filing a new registration statement on Form S-8 (the New Registration Statement), to register the Carried Forward Shares under the Hanover 401(k) Plan.

Pursuant to Instruction E to Form S-8 and Interpretation #90 of Section G in the Securities and Exchange Commission (the Commission), Division of Corporation Finance s Manual of Publicly Available Telephone Interpretations dated July 1997, this post-effective amendment is hereby filed (i) to deregister the Carried Forward Shares and (ii) carry forward the Carried Forward Shares and the registration fees paid in respect thereof from the Prior Registration Statement under the Prior Plan to the New Registration Statement under the Hanover 401(k) Plan.

Item 8. Exhibits.

Exhibit

24.1 Powers of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Worcester, The Commonwealth of Massachusetts, on this 21st day of May, 2009.

THE HANOVER INSURANCE GROUP, INC.

By: /s/ EUGENE M. BULLIS
Eugene M. Bullis
Executive Vice President,
Chief Financial Officer and
Principal Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|------------------------------|--|--------------|
| * | Director, President and Chief Executive Officer | May 21, 2009 |
| Frederick H. Eppinger | (Principal Executive Officer) | |
| * | | May 21, 2009 |
| Eugene M. Bullis | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | |
| * | Director | May 21, 2009 |
| Michael P. Angelini | | |
| * | Director | May 21, 2009 |
| P. Kevin Condron | | |
| * | Director | May 21, 2009 |
| Neal F. Finnegan | | |
| * | Director | May 21, 2009 |
| David J. Gallitano | | |
| * | Director | May 21, 2009 |
| Gail L. Harrison | | |

*

Director

May 21, 2009

Robert J. Murray

-2-

| Signature | Title | Date |
|--------------------------|----------|--------------|
| * | Director | May 21, 2009 |
| Joseph R. Ramrath | | |
| * | Director | May 21, 2009 |

Harriett Tee Taggart

The undersigned, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 on behalf of the above-named officers and directors of The Hanover Insurance Group, Inc. on this 21st day of May, 2009, pursuant to powers of attorney executed by such officers and directors, which powers of attorney are filed with the Securities and Exchange Commission as an exhibit to this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8.

*By: /s/ EUGENE M. BULLIS
Eugene M. Bullis
Attorney-in-Fact

EXHIBIT INDEX

24.1 Powers of Attorney.

-4-