

HANOVER INSURANCE GROUP, INC.

Form S-8 POS

February 13, 2012

As filed with the Securities and Exchange Commission on February 13, 2012

Registration Nos. 333-576 & 333-159387

**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)

**The Hanover Insurance Group**

**Retirement Savings Plan**

(formerly the First Allmerica Financial Life Insurance

Company Employees 401(k) Matched Savings Plan)

(Full title of the plan)

**J. Kendall Huber**

**Executive 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**

**Prudential Tower**

**800 Boylston Street**

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**Boston, MA 02199**

**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.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY STATEMENT**

The Hanover Insurance Group, Inc. (the Registrant ) is filing this post-effective amendment to deregister all shares of Common Stock, par value \$.01 per share, of the Registrant originally registered pursuant to the registration statements on Form S 8 filed January 24, 1996 and May 21, 2009 (Registration Nos. 333-576 and 333-159387) for issuance under The Hanover Insurance Group Retirement Savings Plan (the Retirement Savings Plan ) that remain unsold as of the date hereof. No additional shares will be issued under the Retirement Savings Plan.

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 Statements 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 13th day of February, 2012.

THE HANOVER INSURANCE GROUP, INC.

By: /s/ David B. Greenfield  
 David B. Greenfield  
 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 Statements on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

| Signature  | Title  | Date              |
|--|--|-------------------|
| /s/ Frederick H. Eppinger<br>Frederick H. Eppinger | Director, President and Chief Executive Officer<br>(Principal Executive Officer)                     | February 13, 2012 |
| /s/ David B. Greenfield<br>David B. Greenfield     | Executive Vice President and Chief Financial<br>Officer (Principal Financial and Accounting Officer) | February 13, 2012 |
| /s/ Michael P. Angelini<br>Michael P. Angelini     | Director   | February 13, 2012 |
| /s/ John J. Brennan<br>John J. Brennan             | Director   | February 13, 2012 |
| /s/ P. Kevin Condron<br>P. Kevin Condron           | Director   | February 13, 2012 |
| /s/ Neal F. Finnegan<br>Neal F. Finnegan           | Director   | February 13, 2012 |
| /s/ David J. Gallitano<br>David J. Gallitano       | Director   | February 13, 2012 |
| /s/ Wendell J. Knox<br>Wendell J. Knox             | Director   | February 13, 2012 |

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| Signature  | Title    | Date              |
|--|----------|-------------------|
| /s/ Robert J. Murray<br>Robert J. Murray         | Director | February 13, 2012 |
| /s/ Joseph R. Ramrath<br>Joseph R. Ramrath       | Director | February 13, 2012 |
| /s/ Harriett Tee Taggart<br>Harriett Tee Taggart | Director | February 13, 2012 |