

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. 333-72491

**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 Corporation**

**1994 Long Term Stock Incentive 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.

Edgar Filing: HANOVER INSURANCE GROUP, INC. - Form S-8 POS

Large accelerated filer  
Non-accelerated filer

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 36,513 shares of Common Stock, par value \$.01 per share, of the Registrant originally registered pursuant to the registration statement on Form S-8 (Registration No. 333-72491) for issuance under the Citizens Corporation 1994 Long Term Stock Incentive Plan (the Citizens Plan ). No additional shares will be issued under the Citizens 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:

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



| <b>Signature</b>            | <b>Title</b> | <b>Date</b>  |
|-----------------------------|--------------|--------------|
| *                           | Director     | May 21, 2009 |
| <b>Joseph R. Ramrath</b>    |              |              |
| *                           | Director     | May 21, 2009 |
| <b>Harriett Tee Taggart</b> |              |              |

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