

Unum Group
 Form 424B5
 June 25, 2015
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, \$.10 par value, of Unum Group	722,421 shares	(1)	\$24,253,333	\$2,819

- (1) Highest price, excluding interest, to be payable per share in connection with the rescission offer covered by this registration statement. The price per share will range from \$30.72 to \$37.15, depending on the price originally paid by the offeree.
- (2) Aggregate purchase price, excluding interest, estimated to be payable if the rescission offer covered by this registration statement is accepted in full.
- (3) Calculated pursuant to Rule 457(j) on the basis of the amount at which such securities were sold.

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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-199999**

Prospectus Supplement

(to Prospectus dated June 24, 2015)

Unum Group

722,421 Shares of Common Stock

Rescission Offer

We are offering, under the terms and conditions described in this prospectus supplement, to rescind (the Rescission Offer) the previous purchase of up to 722,421 shares of our common stock, par value \$0.10 per share, by persons who acquired an interest in such shares as part of units (the Units) issued pursuant to the Unum Group 401(k) Retirement Plan (the Plan) between April 29, 2014 and April 28, 2015 (the Purchase Period). A Plan participant's investment in our common stock is made through the purchase of Units in the Unum Group Unitized Stock Fund (the Unum Stock Fund). Each Unit represents an interest in shares of our common stock plus a varying amount of short-term liquid investments.

The Rescission Offer applies to shares of our common stock included in Units purchased during the Purchase Period at prices ranging from \$25.40 per Unit to \$29.69 per Unit.

If you purchased Units pursuant to the Plan during the Purchase Period and accept the Rescission Offer, you will receive:

If you sold such Units at a loss, an amount equal to the excess, if any, of the amount you paid for such Units over the proceeds from the sale of the Units, plus interest on the amount you paid for the Units from the date of purchase until the date of sale and on the loss realized from the sale of the Units from the date of sale through the date that payment is made by us.

If you currently hold such Units, upon your tender of such Units to us by accepting the Rescission Offer, the aggregate amount you paid for such Units, plus interest from the date of the purchase. However, we will not repurchase the Units if the aggregate amount you paid for the Units, plus interest, is less than the value of the Units on the Expiration Date (as defined below).

The Rescission Offer will expire at 5:00 p.m., Eastern Time, on August 5, 2015 (the Expiration Date), which is 41 days from the date of this prospectus supplement.

Our common stock is listed on the New York Stock Exchange under the trading symbol UNM. The closing sale price of our common stock (as reported on the New York Stock Exchange) on June 17, 2015 was \$36.57 per share. The value of a Unit on such date was \$29.92. Our principal executive offices are located at 1 Fountain Square, Chattanooga, Tennessee 37402, and our telephone number is (423) 294-1011.

You may elect to accept the Rescission Offer by submitting a Rescission Offer Acceptance Form to us on or before the Expiration Date as set forth in this prospectus supplement. You do not need to take any action to reject the Rescission Offer. If you fail to return the Rescission Offer Acceptance Form, included as Appendix A to this document, by the deadline on the Expiration Date, you will be deemed by us to have rejected the Rescission Offer. Acceptance or rejection of the Rescission Offer may prevent you from maintaining any action against us based on a claim that we failed to register shares of our common stock included in the Units purchased pursuant to the Plan during the Purchase Period. In any event, any such claim may be barred by applicable statutes of limitations. See Risk Factors Your right of rescission, if any, under federal and state law may not survive if you affirmatively reject or fail to accept the Rescission Offer.

Investing in Units, and in the shares of our common stock included therein, involves risks. See the section entitled Risk Factors beginning on page S-11 of this prospectus supplement.

The shares of our common stock included in the Units and subject to the Rescission Offer may not have been properly registered under the Securities Act of 1933, as amended (the Securities Act), because we inadvertently exceeded the number of shares of our common stock registered with the Securities and Exchange Commission (the SEC) for offer and sale to participants under the Plan. These shares have now been registered by means of the Registration Statement on Form S-3 of which this prospectus supplement and the accompanying prospectus form a part. Accordingly, whether or not you accept this Rescission Offer, shares of our common stock subject to the Rescission Offer are now properly registered under the Securities Act effective as of the date of this prospectus supplement. We have not retained an underwriter in connection with the Rescission Offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 25, 2015

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ABOUT THIS PROSPECTUS SUPPLEMENT

You should read this prospectus supplement along with the accompanying prospectus and the documents incorporated by reference in the accompanying prospectus. The information contained in this prospectus supplement supersedes any inconsistent information contained in the accompanying prospectus. We are responsible for the information contained in this prospectus supplement and contained or incorporated by reference in the accompanying prospectus. We have not authorized anyone to provide you with any other information, and we take no responsibility for other information others may give you. We are not making an offer to sell these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus supplement, or contained or incorporated by reference in the accompanying prospectus, is accurate as of any date other than their respective dates.

Unless we have indicated otherwise, or the context otherwise requires, references in this prospectus supplement and the accompanying prospectus to Unum, we, us, and our or similar terms are to Unum Group and its subsidiaries.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor to encourage companies to provide prospective information, as long as those statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those included in the forward-looking statements. Certain information contained in this prospectus supplement and the accompanying prospectus or incorporated by reference in the accompanying prospectus, or in any other written or oral statements made by us in communications with the financial community or contained in documents filed with the SEC, may be considered forward-looking statements within the meaning of the Act. Forward-looking statements are those not based on historical information, but rather relate to our outlook, future operations, strategies, financial results, or other developments. Forward-looking statements speak only as of the date made. We undertake no obligation to update these statements, even if made available on our website or otherwise. These statements may be made directly in this prospectus supplement or the accompanying prospectus or may be made part of the accompanying prospectus by reference to other documents filed by us with the SEC, a practice which is known as incorporation by reference. You can find many of these statements by looking for words such as will, may, should, could, believes, expects, anticipates, estimates, plans, assumes, intends, projects, goals, objective expressions in this prospectus supplement, the accompanying prospectus or in documents incorporated by reference in the accompanying prospectus.

These forward-looking statements are subject to numerous assumptions, risks, and uncertainties, many of which are beyond our control. We caution investors that the following factors, in addition to other factors mentioned from time to time, may cause actual results to differ materially from those contemplated by the forward-looking statements:

Sustained periods of low interest rates.

Fluctuation in insurance reserve liabilities and claim payments due to changes in claim incidence, recovery rates, mortality and morbidity rates, and policy benefit offsets due to, among other factors, the rate of unemployment and consumer confidence, the emergence of new diseases, epidemics, or pandemics, new trends and developments in medical treatments, the effectiveness of our claims operational processes, and changes in government programs.

Unfavorable economic or business conditions, both domestic and foreign.

Legislative, regulatory, or tax changes, both domestic and foreign, including the effect of potential legislation and increased regulation in the current political environment.

Investment results, including, but not limited to, changes in interest rates, defaults, changes in credit spreads, impairments, and the lack of appropriate investments in the market which can be acquired to match our liabilities.

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The failure of cyber or other information security systems, as well as the occurrence of events unanticipated in our disaster recovery systems.

Increased competition from other insurers and financial services companies due to industry consolidation, new entrants to our markets, or other factors.

Changes in our financial strength and credit ratings.

Damage to our reputation due to, among other factors, regulatory investigations, legal proceedings, external events, and/or inadequate or failed internal controls and procedures.

Actual experience that deviates from our assumptions used in pricing, underwriting, and reserving.

Actual persistency and/or sales growth that is higher or lower than projected.

Changes in demand for our products due to, among other factors, changes in societal attitudes, the rate of unemployment, consumer confidence, and/or legislative and regulatory changes, including healthcare reform.

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Effectiveness of our risk management program.

Contingencies and the level and results of litigation.

Availability of reinsurance in the market and the ability of our reinsurers to meet their obligations to us.

Ineffectiveness of our derivatives hedging programs due to changes in the economic environment, counterparty risk, ratings downgrades, capital market volatility, changes in interest rates, and/or regulation.

Changes in accounting standards, practices, or policies.

Fluctuation in foreign currency exchange rates.

Ability to generate sufficient internal liquidity and/or obtain external financing.

Recoverability and/or realization of the carrying value of our intangible assets, long-lived assets, and deferred tax assets.

Terrorism, both within the U.S. and abroad, ongoing military actions, and heightened security measures in response to these types of threats.

For further discussion of risks and uncertainties which could cause actual results to differ from those contained in the forward-looking statements, see Risk Factors contained in Part 1, Item 1A of our annual report on Form 10-K for the year ended December 31, 2014 and, to the extent applicable, our subsequent quarterly reports on Form 10-Q.

All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

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QUESTIONS AND ANSWERS ABOUT THE RESCISSION OFFER

The following questions and answers are intended to address briefly some commonly asked questions regarding the Rescission Offer. These questions and answers do not address all questions that may be important to you as a participant in the Plan who acquired Units between April 29, 2014 and April 28, 2015. Please refer to The Rescission Offer below and the more detailed information contained elsewhere in this prospectus supplement and the accompanying prospectus, which you should read carefully, and the information we have included or incorporated by reference in this prospectus supplement and the accompanying prospectus.

Why are you making the Rescission Offer?

Plan participants can purchase Units, which include indirect interests in Unum common stock, through the Plan. The Trustee of the Plan, Fidelity Management Trust Company (the Trustee), holds the Plan's shares of Unum common stock in the Unum Stock Fund, and Plan participants who invest in Units have an indirect interest in those shares through their Unit investment. Although the shares of Unum common stock included in the Units sold to Plan participants are purchased in the open market by the Trustee, the Securities and Exchange Commission (SEC) takes the position that the participants' investments in Units are investments in the shares of Unum common stock and that we are required to register the deemed sale of these shares to Plan participants with the SEC. We have discovered that we inadvertently exceeded the number of shares of our common stock registered with the SEC for sale to participants in the Plan.

On April 28, 2015, we filed a registration statement on Form S-8 covering the sale and issuance of an additional 3,000,000 shares of our common stock included in Units sold through the Plan. In addition, we are making the Rescission Offer with respect to 722,421 unregistered shares of our common stock included in Units sold pursuant to the Plan from April 29, 2014 to April 28, 2015. We are making the Rescission Offer to ensure compliance with the Securities Act and to limit any contingent liability we may have as a result of noncompliance with applicable federal registration requirements in connection with the purchase of Units by Plan participants. We believe that the statute of limitations period applicable to potential claims for rescission under the Securities Act is one year, but in no event later than three years after the security was bona fide offered to the public. Accordingly, in determining the Purchase Period, we selected a date after which no unregistered sales of Units were made under the Plan as the ending date of the Purchase Period, and a date that is twelve months earlier as the beginning date of the Purchase Period.

Non-employee members of our Board of Directors are not eligible to participate in the Plan and therefore are not eligible to participate in the Rescission Offer, except for one such director who participated in the Plan while an employee and executive officer of our company. This director and our current executive officers who purchased Units pursuant to the Plan during the Purchase Period have informed us that they do not intend to accept the Rescission Offer.

When does the Rescission Offer expire?

The Rescission Offer expires at 5:00 p.m., Eastern Time, on August 5, 2015.

What will I receive if I accept the Rescission Offer?

The answer to this question depends on whether you still hold the Units purchased pursuant to the Plan during the Purchase Period:

If you have sold such Units at a loss, we will pay you an amount equal to the excess of the amount you paid for such Units over the proceeds from the sale of the Units, plus interest at a rate of 0.27% per year. Interest will be paid on the amount originally paid for the Units during the period from the date of purchase of the Units until the date of the sale of the Units and on the loss realized on the sale of the Units from the date of sale through the date that payment is made by us.

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If you currently hold such Units, we will repurchase such Units for the aggregate amount you paid for such Units, plus interest at a rate of 0.27% per year, from the date you purchased the Units through the date that payment is made by us. However, we will not repurchase the Units if the aggregate amount you paid for the Units, plus interest, is less than the value of the Units as of the Expiration Date, as it is not economically beneficial to you.

When and how will I receive payment for my Units if I properly accept the Rescission Offer?

If we receive a legible, properly completed Rescission Offer Acceptance Form from you on or before 5:00 p.m., Eastern Time, on the Expiration Date and we determine that you are eligible to accept the Rescission Offer, we expect that you will receive payment for your Units on or before August 31, 2015.

If you still have a Plan account, whether or not you are an active employee of Unum, all proceeds to which you are entitled by accepting the Rescission Offer will be credited to your Plan account and invested in the age-appropriate Vanguard Retirement Fund. You may exchange the amount invested in such Vanguard Retirement Fund into other investment funds available under the Plan in accordance with the Plan's normal procedures.

If you no longer have a Plan account, a Plan account will be established for you and all proceeds to which you are entitled by accepting the Rescission Offer will be credited to your Plan account and invested in the age-appropriate Vanguard Retirement Fund. You may exchange the amount invested in such Vanguard Retirement Fund into other investment funds available under the Plan in accordance with the Plan's normal procedures. Distribution from your Plan account will be managed in accordance with the terms of the Plan as follows:

Plan account balance greater than \$5,000. If your Plan account balance is greater than \$5,000 and you are currently not employed by Unum, your assets will remain in the Plan until you choose a distribution from the following options: (1) a direct rollover to an individual retirement account (IRA) or another qualified plan, or (2) a lump sum payment. Absent your consent to a distribution, your account balance will remain in the Plan until a distribution is required by the Plan's mandatory distribution rules. You should review the Plan's Summary Plan Description for more information on mandatory distribution events.

Plan account balance of \$5,000 or less. If your Plan account balance is less than or equal to \$5,000 and you are currently not employed by Unum, you may elect to have your account balance distributed to you by one of the following: (1) direct rollover to an IRA or another qualified plan, or (2) lump sum payment. You will receive notification and information about distribution options after the date your Rescission Offer proceeds are credited to your Plan account. If you do not make an election within 60 days following that notification, your account balance will automatically be distributed to you in a lump sum (if \$1,000 or less) or directly to a Fidelity IRA (if \$1,000 - \$5,000).

To make any of the above elections or to obtain a copy of the Plan's Summary Plan Description, contact the Unum Group Fidelity Services Line at 1-877-220-4015. We strongly encourage you to review the Plan's Summary Plan Description (also available through your online account at www.netbenefits.com/unum under Plan Information and Documents), which contains additional information on distribution of account balances. Payment of proceeds directly

to you may result in adverse tax consequences. See Material U.S. Federal Income Tax Considerations.

What interest rate will be used in calculating any amounts owed to me?

We will use an annual interest rate of 0.27%, which is calculated on the basis of the highest weekly average one-year constant maturity Treasury yield in effect at any time during the Purchase Period.

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What effect do dividends paid on Unum common stock during the Purchase Period have on the value of my Units?

Cash dividends paid by us with respect to shares of common stock included in the Units purchased through the Plan during the Purchase Period are credited to the Unum Stock Fund and result in an equivalent increase in the value of the Unit.

During the Purchase Period, we paid a cash dividend of \$0.145 per share to holders of record of our common stock on April 28, 2014 and cash dividends of \$0.165 per share to holders of record of our common stock on each of July 28, 2014, October 31, 2014, and January 30, 2015. In addition, we paid a cash dividend of \$0.165 per share on May 15, 2015 to holders of record on April 27, 2015, and we expect to pay a cash dividend of \$0.185 per share on August 21, 2015 to holders of record on July 31, 2015. The amount and timing of future dividends are determined by our Board of Directors based on business considerations at the time.

Does it matter whether I purchased the Units through salary deferrals, rollover contributions, loan repayments, company contributions or transfers between investment funds?

No. All purchases of Units made pursuant to the Plan during the Purchase Period will be considered when determining whether you are eligible to accept the Rescission Offer.

Am I required to accept the Rescission Offer?

No. You are not required to accept the Rescission Offer. Your decision to accept or reject the Rescission Offer is completely voluntary and should be based on your assessment as to whether or not it would be economically beneficial to you. If you are an employee of Unum, acceptance or rejection of the Rescission Offer will not have any bearing or effect on your employment status.

Should I accept the Rescission Offer?

You must make your own decision whether to accept the Rescission Offer. In general, it may be economically beneficial to you to accept the Rescission Offer if:

you sold Units you purchased during the Purchase Period for less than you paid for them; or

you now hold Units you purchased during the Purchase Period that on the Expiration Date will be worth less than the Rescission Offer price for such Units (i.e., the price you paid for the Units, plus interest).

However, in making your decision whether to accept the Rescission Offer, you should consider all relevant factors in light of your particular circumstances, including the potential tax consequences of accepting the Rescission Offer (see [Material U.S. Federal Income Tax Considerations](#)) and, if you now hold Units you purchased during the Purchase Period, the possibility that the value of such Units may increase or decrease after the Expiration Date of the Rescission Offer.

You should note, however, that under the terms of the Rescission Offer, we will not repurchase or make payment relating to any Units unless our records indicate that (1) you sold Units you purchased during the Purchase Period for less than you paid for them and/or (2) you now hold Units you purchased during the Purchase Period that on the

Expiration Date are worth less than the Rescission Offer price. The Rescission Offer price is set forth in the answer to the third question above, What will I receive if I accept the Rescission Offer? Consequently, if you are unsure whether you sold Units at a loss or are unsure whether Units you have continued to hold are likely to have a value on the Expiration Date less than the Rescission Offer price, you may accept the Rescission Offer by signing and returning the Rescission Offer Acceptance Form that accompanies this prospectus supplement, and we will determine whether the criteria described above for repurchasing or making

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payment relating to your Units are satisfied. Unless these criteria are satisfied, we will not repurchase or make payment relating to your Units pursuant to the Rescission Offer.

In applying those criteria, we will use a first-in, first-out, or FIFO, principle in determining whether Units were sold at a loss and whether you now hold Units eligible for repurchase pursuant to the Rescission Offer. You should apply the same principle in determining whether or not to accept the Rescission Offer. An example calculation using the FIFO principle is included with the Rescission Offer Acceptance Form that accompanies this prospectus supplement.

WE URGE YOU TO REVIEW THIS PROSPECTUS SUPPLEMENT CAREFULLY BEFORE DECIDING WHETHER OR NOT TO ACCEPT THE RESCISSION OFFER.

If you have questions about the Rescission Offer acceptance process, you can call the Unum Group Fidelity Services Line at 1-877-220-4015, Monday through Friday, between the hours of 8:30 a.m. and 8:00 p.m., Eastern Time.

Will there be any restrictions on the future transfer of shares included in my Units if I do not accept the Rescission Offer?

The shares of common stock included in Units that are the subject of this Rescission Offer have now been registered under the Securities Act by virtue of the registration statement of which this prospectus supplement and the accompanying prospectus are a part. We believe that these shares are transferable by Plan participants in the ordinary course, subject to restrictions on trading that may be applicable to certain participants from time to time (as in the case of Unum's customary blackout periods for persons identified as insiders).

Where can I find information about my purchases and sales of Units?

Detailed information about your purchases of Units during the Purchase Period and any subsequent sales of such Units is available to you through your online account. You can access your online account through the NetBenefits website at www.netbenefits.com/unum. Once you have accessed the NetBenefits website, enter your username and password. If you have forgotten your username, password, or need other assistance on the login page, contact the Unum Group Fidelity Services Line at 1-877-220-4015, Monday through Friday, between the hours of 8:30 a.m. and 8:00 p.m., Eastern Time.

Under the Unum Group tab at the top of the page, click on the Unum Group 401(k) Retirement Plan link (in blue), which will take you to the Summary tab. Under this tab, click on Transaction History, and then click on Transaction History under the Transaction History Overview. On this page, you will find details about your transaction history, including historical contributions, loan payments, investment fund transfers and other activities. You will need to scroll down to see your detailed transaction history. Your transaction history will be arranged first by date of transaction and then by fund. Each entry on this webpage will contain the date of your transaction, the dollar amount of the transaction, Units bought or sold as part of that transaction and a brief description of the transaction type. To view a given date range of your activity, choose Custom Date Range in the time period drop down box and enter a From and To date. The value of each Unit in the Unum Stock Fund is expressed in terms of the net asset value or NAV. To access the historical NAV information for the Unum Stock Fund for the Purchase Period, go to the Investments tab, then the Performance & Research tab. Click on the Unum Stock Fund, then the Fees & Pricing tab. This will give the month end price for the past year.

If your transaction history indicates that you sold Units at a loss, acceptance of the Rescission Offer may be economically beneficial to you. The historical transaction information available to you through your online account can also assist you in determining whether you should accept the Rescission Offer if you now hold Units

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you bought during the Purchase Period. If you believe the value of your Units on the Expiration Date (taking into account the current market value of Unum common stock) will be less than the aggregate amount you paid for the Units during the Purchase Period, plus interest, acceptance of the Rescission Offer may be economically beneficial to you. The value of a Unit in the Unum Stock Fund as of June 17, 2015 was \$29.92. To obtain the current value of a Unit during the period the Rescission Offer is open and prior to the Expiration Date, you can access your online account by following the procedures described above.

If you have any questions about accessing your Unum Stock Fund transaction history, you can find more information by accessing your account through the NetBenefits website at www.netbenefits.com/unum. If you need further assistance or if you do not have access to your online account, you should call the Unum Group Fidelity Services Line at 1-877-220-4015 to request a detailed listing of your transactions by mail or fax. Please allow 10 to 13 days to receive your transaction history.

Will the Rescission Offer affect my ability to direct transactions in my Plan account?

Yes. In order to ensure smooth processing of the Rescission Offer, all transactions out of the Unum Stock Fund related to your Plan account will be temporarily suspended for a period of time beginning shortly before the expiration of the Rescission Offer, whether or not you accept the Rescission Offer and whether or not we repurchase your Units. During this time, we will determine whether you are eligible to accept the Rescission Offer and, if so, credit your Plan account with any amounts due under the Rescission Offer. This temporary suspension is called a blackout period. As a result, you will be subject to the risk that due to events in the securities markets, the value of your Plan account could significantly decline during this period and you would not be able to transfer funds out of the Unum Stock Fund to avert this result.

The blackout period will begin at 4:00 p.m., Eastern Time, on August 5, 2015 and, if you accept the Rescission Offer, will end on the date that the proceeds from the Rescission Offer are credited to your Plan account, which we expect to occur on or before August 31, 2015. You will be notified in the event that the blackout period is extended past such date. If you do not accept the Rescission Offer, the blackout period is expected to end on or before August 14, 2015. The blackout period will be shorter if you do not accept the Rescission Offer or if you are not eligible to accept the Rescission Offer because we will not need to process any transactions in your Plan account. For more information about the blackout period, see Notice of Blackout Period.

What is the effect of the Rescission Offer on my ability to assert claims?

The rights remaining to the recipients of a rescission offer are not clearly delineated under the federal or certain state securities laws. The staff of the SEC takes the position that a person's federal right of rescission may survive a rescission offer. For a more detailed description of the effect of the Rescission Offer on any applicable federal securities law claims, see Risk Factors The Rescission Offer may not bar claims relating to our non-compliance with securities laws, and we may continue to be contingently liable for rescission or damages in an indeterminate amount and Risk Factors Your right of rescission under federal and state law may not survive if you affirmatively reject or fail to accept the Rescission Offer.

May I accept the Rescission Offer in part?

No. If you accept the Rescission Offer, then you must accept it for all Units that were purchased during the Purchase Period that you still hold, as well as all Units that you purchased during the Purchase Period that were sold at a loss. As described above, however, if you accept the Rescission Offer, we will repurchase the Units you still hold only if they have a value, as of the Expiration Date, that is less than the aggregate amount you paid for the Units, plus

interest.

If you do not accept the Rescission Offer in full, you will retain ownership of the Units and will not receive any payment for the Units subject to the Rescission Offer.

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What will happen if I accept the Rescission Offer for Units purchased during the Purchase Period that I currently hold in my account but the amount I would receive for the Units is less than the value of the Units on the Expiration Date?

If you submit a Rescission Offer Acceptance Form, we will not repurchase the Units if the aggregate amount you paid for the Units, plus interest, is less than the value of the Units as of the Expiration Date, as it would not be economically beneficial to you. In this event, the Units will remain in your Plan account, and except as set forth below, the Rescission Offer will not affect your ability to sell such Units.

What do I need to do now to accept the Rescission Offer?

In order to accept the Rescission Offer, you must complete, sign and date the accompanying Rescission Offer Acceptance Form, included as Appendix A, and return it by mail or fax so that it is received by us on or before 5:00 p.m., Eastern Time, on August 5, 2015. You may mail your Rescission Offer Acceptance Form to the following address using the enclosed pre-addressed, stamped envelope:

Unum Group Rescission Offer

200 Seaport Blvd. ZW10A

Boston, MA 02210

Alternatively, you may fax your Rescission Offer Acceptance Form to 401-292-1563.

The Rescission Offer Acceptance Form must be legible. If you choose to accept the Rescission Offer, we recommend that you return the Rescission Offer Acceptance Form sufficiently in advance of the Expiration Date to ensure its receipt by us by the deadline specified above. The method for returning the Rescission Offer Acceptance Form is at your option and risk, and delivery will be deemed made only when actually received by us at the address or fax number indicated above. If delivery is by mail, we recommend using registered mail with return receipt requested.

WE MUST RECEIVE YOUR LEGIBLE AND PROPERLY COMPLETED RESCISSION OFFER ACCEPTANCE FORM ON OR BEFORE 5:00 P.M., EASTERN TIME, ON THE EXPIRATION DATE, AUGUST 5, 2015. OTHERWISE, YOU WILL BE DEEMED TO HAVE REJECTED THE RESCISSION OFFER. WE WILL, IN OUR SOLE DISCRETION, DETERMINE WHETHER YOUR RESCISSION OFFER ACCEPTANCE FORM HAS BEEN PROPERLY COMPLETED AND TIMELY RECEIVED AND WHETHER YOU ARE ELIGIBLE TO ACCEPT THE RESCISSION OFFER.

All determinations with respect to the Rescission Offer Acceptance Form and the Rescission Offer (including issues relating to the timeliness or effectiveness of any election) will be made by us, which determinations shall be final and binding.

Proceeds will be disbursed to your Plan account within 18 business days following the Expiration Date. You may confirm that the proceeds have been disbursed to your Plan account by viewing your online account history as described under [Questions and Answers about the Rescission Offer](#) [Where can I find information about my purchases and sales of Units?](#)

What do I need to do now to reject the Rescission Offer?

You do not need to take any action to reject the Rescission Offer.

What happens if I do not return the Rescission Offer Acceptance Form?

If you do not return the Rescission Offer Acceptance Form on or before 5:00 p.m., Eastern Time, on the Expiration Date, you will be deemed to have rejected the Rescission Offer.

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If you reject the Rescission Offer, you will not receive any payment with respect to the Units subject to the Rescission Offer, but you will retain your Units. In addition, the shares included in the Units that you now own and that are subject to the Rescission Offer, for purposes of applicable federal securities law, will be registered securities as of the date of this prospectus supplement.

Can I change my election after I have mailed my signed Rescission Offer Acceptance Form?

Yes. You can change your decision about accepting the Rescission Offer at any time on or before 5:00 p.m., Eastern Time, on the Expiration Date.

If you change your decision and want to reject the Rescission Offer after having submitted the Rescission Offer Acceptance Form, you must complete, sign and date the accompanying Rescission Offer Withdrawal Form, included as Appendix B, and return it by mail or fax so that it is received by us on or before 5:00 p.m., Eastern Time, on August 5, 2015. You may mail your Rescission Offer Withdrawal Form to the following address:

Unum Group Rescission Offer

200 Seaport Blvd. ZW10A

Boston, MA 02210

Alternatively, you may fax your Rescission Offer Withdrawal Form to 401-292-1563.

The Rescission Offer Withdrawal Form must be legible. If you choose to revoke your previous acceptance of the Rescission Offer, we recommend that you return the Rescission Offer Withdrawal Form sufficiently in advance of the Expiration Date to ensure its receipt by us by the deadline specified above. The method for returning the Rescission Offer Withdrawal Form is at your option and risk, and delivery will be deemed made only when actually received by us at the address or fax number indicated above. If delivery is by mail, we recommend using registered mail with return receipt requested.

IF YOU HAVE PREVIOUSLY ACCEPTED THE RESCISSION OFFER AND YOU CHANGE YOUR ELECTION, WE MUST RECEIVE YOUR LEGIBLE AND PROPERLY COMPLETED RESCISSION OFFER WITHDRAWAL FORM ON OR BEFORE 5:00 P.M., EASTERN TIME, ON THE EXPIRATION DATE, AUGUST 5, 2015. OTHERWISE, YOU WILL BE DEEMED TO HAVE ACCEPTED THE RESCISSION OFFER PURSUANT TO YOUR ELECTION ON THE LAST EFFECTIVE RESCISSION OFFER ACCEPTANCE FORM YOU SUBMITTED. WE WILL, IN OUR SOLE DISCRETION, DETERMINE WHETHER YOUR RESCISSION OFFER WITHDRAWAL FORM HAS BEEN PROPERLY COMPLETED AND TIMELY RECEIVED AND WHETHER YOU ARE ELIGIBLE TO WITHDRAW YOUR ACCEPTANCE OF THE RESCISSION OFFER.

All determinations with respect to the Rescission Offer Withdrawal Form and the Rescission Offer (including issues relating to the timeliness or effectiveness of any election) will be made by us, which determinations shall be final and binding.

Does the Rescission Offer affect any loan repayments I am currently making to the Plan?

No. If you have an outstanding loan from the Plan, the amount that you are required to repay and the repayment schedule will not change as a result of your acceptance or rejection of the Rescission Offer.

Does the Rescission Offer affect any new loan or distribution request I might make?

Yes. Any requests for a new loan or a distribution (other than a hardship withdrawal) that is made during the blackout period will not be processed and will need to be resubmitted after the blackout period ends.

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Does the Rescission Offer affect any hardship withdrawal request?

If you would like to request a hardship withdrawal during the blackout period, please call the Unum Group Fidelity Services Line at 1-877-220-4015, Monday through Friday, between the hours of 8:30 a.m. and 8:00 p.m., Eastern Time.

Other than prohibiting transfers out of the Unum Stock Fund and not processing requests for a loan or for a distribution that is not a hardship withdrawal request, are there any other new restrictions on my right to exercise control over my Plan account during the blackout period?

No.

Who can help answer my questions?

If you have questions regarding the Rescission Offer, you may call the Unum Group Fidelity Services Line at 1-877-220-4015, Monday through Friday, between the hours of 8:30 a.m. and 8:00 p.m., Eastern Time.

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Table of Contents**RISK FACTORS**

An investment in our common stock through the Units involves risks. In deciding whether to accept or reject the Rescission Offer, you should consider all of the information we have included or incorporated by reference in this prospectus supplement and the accompanying prospectus. In particular, you should carefully consider the following risk factors relating to the Rescission Offer in addition to the risks identified in Cautionary Statement Regarding Forward-Looking Statements above and the risks identified in our annual report on Form 10-K for the year ended December 31, 2014, including those risks identified under the caption 1A. Risk Factors and, to the extent applicable, our subsequent quarterly reports on Form 10-Q.

The Rescission Offer may not bar claims relating to our non-compliance with securities laws, and we may continue to be contingently liable for rescission or damages in an indeterminate amount.

It is not certain that the rescission will have the effect of barring claims relating to our non-compliance with applicable federal securities laws. If a person accepts the Rescission Offer, we believe our potential liability to that person will be eliminated. If a person rejects or fails to respond to the Rescission Offer, we may continue to be contingently liable for rescission or damages, which could result in an adverse effect on our results of operations and financial condition. In addition, the Rescission Offer will not prevent regulators from pursuing actions or imposing penalties and fines against us with respect to any potential violations of securities laws. In any event, we do not expect the Rescission Offer to have a material impact on our results of operations, financial condition or liquidity.

Your right of rescission under federal and state law may not survive if you affirmatively reject or fail to accept the Rescission Offer.

The rights remaining to the recipients of a rescission offer are not clearly delineated under the federal or certain state securities laws. If you affirmatively reject or fail to accept the Rescission Offer, it is unclear whether your federal right of rescission will be preserved. The staff of the SEC has taken the position that a person's federal right of rescission may survive a rescission offer. However, the few federal courts that have addressed this issue in the past have suggested that, at least in certain circumstances, a person who rejects or fails to accept a rescission offer may be precluded from later seeking similar relief.

The Rescission Offer may also affect your right of rescission and your right to damages, if any, under state law. We believe that the sale of shares of our common stock included in the Units that are the subject of the Rescission Offer was exempt from registration under state laws. Furthermore, we believe that the Rescission Offer is exempt from registration under the laws of such states and thus need not comply with the laws of such states regulating such offers. However, we do not make any representation as to the compliance of this Rescission Offer with applicable state law. Under most state laws, acceptance or rejection of rescission offers may preclude offerees from initiating an action against the rescission offeror in connection with the registration of securities that are the subject of the rescission offer. We may assert, among other defenses, in any litigation initiated by a person eligible to participate in the Rescission Offer who accepts or rejects (or is deemed to reject) the Rescission Offer, that such person is legally barred from asserting such claims as a result of the Rescission Offer.

Generally, the statute of limitations for enforcement of federal statutory rights by a security holder is one year commencing on the date of the sale of the security sold in violation of the federal registration requirements, but in no event later than three years after the security was bona fide offered to the public. Statutes of limitations under state laws vary by state, with the limitation time period under many state statutes not typically beginning until the facts giving rise to a violation are known. Our Rescission Offer is not an admission that we did not comply with any federal and state registration or disclosure requirements nor is it a waiver by us of any applicable statute of limitations or any

potential defense we may have. Determining when a statute of limitations expires under federal or state law can be a difficult issue and you should consult with an attorney if you have any questions regarding how federal or state statutes of limitations may apply to any claims you may have.

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You will not be permitted to conduct any transactions out of the Unum Stock Fund within your Plan account for a period of time following the Expiration Date.

Because you will not be permitted to conduct any transactions out of the Unum Stock Fund during the blackout period commencing at 4:00 p.m., Eastern Time, on August 5, 2015, you will be subject to the risk that due to events in the securities markets, the value of your Plan account could significantly decline during this period and you would not be able to transfer funds out of the Unum Stock Fund to avert this result. In addition, any proceeds you receive for the sale of Units in the Rescission Offer will not be deposited into your Plan account until after the Expiration Date. If you still have a Plan account, whether or not you are an active employee of Unum, these proceeds will be credited to your Plan account and invested in the age-appropriate Vanguard Retirement Fund. If you do not have a Plan account, a Plan account will be created for you and the funds will be invested in the age-appropriate Vanguard Retirement Fund. In all cases, you will be subject to the risk that the purchase price of the applicable investment could increase in value prior to the reinvestment of proceeds in your account, resulting in a higher unit cost for such investment. See [Notice of Blackout Period](#) for additional information.

OUR COMPANY

Overview

Unum Group, a Delaware general business corporation, and its insurance and non-insurance subsidiaries, operate in the United States, the United Kingdom, and, to a limited extent, in certain other countries. The principal operating subsidiaries in the United States are Unum Life Insurance Company of America ([Unum America](#)), Provident Life and Accident Insurance Company ([Provident](#)), The Paul Revere Life Insurance Company ([Paul Revere Life](#)), and Colonial Life & Accident Insurance Company, and in the United Kingdom, Unum Limited. We are the largest provider of disability insurance products in the United States and the United Kingdom. We also provide a complementary portfolio of other insurance products, including employer- and employee-paid group benefits, life insurance, and other related services.

We have three principal operating business segments: Unum US, Unum UK, and Colonial Life. Our other segments are the Closed Block and the Corporate segments.

The benefits we provide help protect people from the financial hardship of illness, injury, or loss of life by providing support when it is needed most. As one of the leading providers of employee benefits in the U.S. and the U.K., we offer a broad portfolio of products and services through the workplace.

Specifically, we offer group, individual, and voluntary benefits, either as stand-alone products or combined with other coverages, that help employers of all sizes attract and retain a stronger workforce while protecting the incomes and livelihood of their employees. We believe employer-sponsored benefits represent the single most effective way to provide workers with access to the information and options they need to protect their financial stability. Working people and their families, particularly those at lower and middle incomes, are perhaps the most vulnerable in today's economy yet are often overlooked by many providers of financial services and products. For many of these people, employer-sponsored benefits are the primary defense against the potentially catastrophic fallout of death, illness, or injury.

Reporting Segments

Our reporting segments are comprised of the following: Unum US, Unum UK, Colonial Life, Closed Block, and Corporate.

Unum US Segment

The Unum US segment includes group long-term and short-term disability insurance, group life and accidental death and dismemberment products, and supplemental and voluntary lines of business, which are

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comprised of individual disability and voluntary benefits products. Unum US products are issued primarily by Unum America and Provident. Paul Revere Life previously issued products reported in our Unum US segment and continues to service the in-force policies, but Paul Revere Life no longer actively markets new business. These products are marketed through our field sales personnel who work in conjunction with independent brokers and consultants.

Unum UK Segment

The Unum UK segment includes insurance for group long-term disability, group life, and supplemental lines of business, which include individual disability and critical illness products. Unum UK's products are sold primarily in the United Kingdom through field sales personnel and independent brokers and consultants.

Colonial Life Segment

The Colonial Life segment includes insurance for accident, sickness, and disability products, life products, and cancer and critical illness products issued primarily by Colonial Life & Accident Insurance Company and marketed to employees at the workplace through an independent contractor agency sales force and brokers.

Closed Block Segment

The Closed Block segment consists of individual disability, group and individual long-term care, and other insurance products no longer actively marketed.

Corporate Segment

The Corporate segment includes investment income on corporate assets not specifically allocated to a line of business, interest expense on corporate debt other than non-recourse debt, and certain other corporate income and expense not allocated to a line of business.

Principal Executive Offices

Our principal executive offices are located at 1 Fountain Square, Chattanooga, Tennessee 37402 and our phone number is (423) 294-1011.

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THE RESCISSION OFFER

Background and Reasons for the Rescission Offer

The Plan is a qualified defined contribution plan under Section 401(k) of the Internal Revenue Code of 1986, as amended. The purpose of the Plan is to provide a voluntary, systematic method for participants to save a specified percentage of the participant's compensation for retirement and to defer federal income tax and, where allowed, state, city and county income tax, on such compensation. Fidelity Management Trust Company is the Trustee of the Plan.

Amounts in participants' accounts are held in a trust fund maintained for the benefit of participants in the Plan. There are currently 17 investment choices (counting the age-appropriate target date fund as one investment choice) available to participants under the Plan. All contributions to the participant's Plan account are invested in accordance with the participant's investment elections.

One of the investment choices in the Plan is the Unum Stock Fund, which gives participants the opportunity to invest amounts deposited in their Plan account in Unum common stock. A participant's investment in the Unum Stock Fund is measured in Units. Each Unit represents an interest in shares of our common stock plus a varying amount of short-term liquid investments. To effectuate purchases and sales of Units, the Trustee will from time to time purchase and sell our common stock in the open market at market prices.

We are required to register the sale and issuance of shares of Unum common stock to Plan participants through the Plan. During the first quarter of 2015, we determined that we inadvertently exceeded the number of shares of our common stock registered with the SEC for offer and sale to participants in the Plan. On April 28, 2015, we filed a registration statement on Form S-8 covering the sale and issuance of an additional 3,000,000 shares of our common stock included in Units sold through the Plan.

We are making this Rescission Offer with respect to 722,421 unregistered shares of our common stock included in the Units sold pursuant to the Plan during the Purchase Period. We are making the Rescission Offer to ensure compliance with the Securities Act and to limit any contingent liability we may have as a result of noncompliance with applicable federal registration requirements in connection with the purchase of such shares of our common stock by Plan participants.

Non-employee members of our Board of Directors are not eligible to participate in the Plan and therefore are not eligible to participate in the Rescission Offer, except for one such director who participated in the Plan while an employee and executive officer of our company. This director and our current executive officers who purchased Units pursuant to the Plan during the Purchase Period have informed us that they do not intend to accept the Rescission Offer.

Effect of the Rescission Offer

If you reject, or fail to accept in full, the Rescission Offer by 5:00 p.m., Eastern Time, on the Expiration Date, or if you accept the Rescission Offer but we determine that you are not eligible to accept the Rescission Offer under the terms set forth in this prospectus supplement, you will retain ownership of the Units and will not receive any payment for the Units subject to the Rescission Offer. In addition, the shares of common stock included in the Units that you now own that are subject to the Rescission Offer, for purposes of applicable federal securities law, will be registered securities as of the date of this prospectus supplement.

We believe that the applicable statute of limitations under the Securities Act for enforcement of your rights in connection with our failure to register the Unum common stock during the Purchase Period is one year after the date that the common stock was allocated to your Plan account, but in no event later than three years after the security was bona fide offered to the public. Determining when a statute of limitations expires under federal or

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state law can be a difficult issue, and you should consult with an attorney if you have any questions regarding how federal or state statutes of limitations may apply to any claims you have or regarding any of your legal rights and remedies before deciding whether or not to accept the Rescission Offer.

Your acceptance of the Rescission Offer may preclude you from later seeking similar relief, if any is available. We may assert, among other defenses, in any litigation initiated by a person eligible to participate in the Rescission Offer who accepts or rejects (or is deemed to reject) the Rescission Offer, that such person is legally barred from asserting such claims as a result of the Rescission Offer. For federal securities law purposes, rejection of or the failure to accept a rescission offer may not terminate an offeree's right to bring a civil action against the offeror for failure to register securities under the Securities Act before expiration of the applicable statute of limitations. The staff of the SEC takes the position that a person's federal right of rescission may survive a rescission offer. However, the few federal courts that have addressed this issue in the past have suggested that, at least in certain circumstances, a person who rejects or fails to accept a rescission offer may be precluded from later seeking similar relief. Each person is urged to consider this possibility with respect to our Rescission Offer. Our Rescission Offer is not an admission that we did not comply with applicable federal requirements nor is it a waiver by us of any applicable statute of limitations.

The above discussion relates primarily to your potential rescission rights and does not address the antifraud provisions of federal securities laws or rights under state securities laws, common law or equity. We believe that the sale and issuance of shares of our common stock included in the Units that are the subject of the Rescission Offer was exempt from registration under state laws. Furthermore, we believe that this Rescission Offer is exempt from registration under state laws and thus need not comply with state laws regulating such offers. However, we do not make any representation as to the compliance of this Rescission Offer with any applicable state law. Under most state laws, acceptance or rejection of rescission offers may preclude offerees from initiating an action against the rescission offeror in connection with the registration of securities that are the subject of the rescission offer.

The shares of Unum common stock included in Units that are the subject of this Rescission Offer have now been registered under the Securities Act by virtue of the registration statement of which this prospectus supplement and the accompanying prospectus are a part. We believe that these shares are transferable by Plan participants in the ordinary course, subject to restrictions on trading that may be applicable to certain participants from time to time (as in the case of Unum's customary blackout periods for persons identified as insiders).

Terms of the Rescission Offer

If you purchased Units through the Plan during the Purchase Period and have already sold such Units at a loss, you may accept the Rescission Offer, in which case you will receive an amount equal to the amount you paid for the Units less the proceeds of the sale of the Units, plus interest at a rate of 0.27% per year. Interest will be paid on the amount originally paid for the Units from the date you purchased the Units until the date you sold the Units. Interest will also be paid on the loss realized from the date of sale of the Units through the date that payment is made by us.

If you currently hold Units purchased through the Plan during the Purchase Period, you may accept the Rescission Offer, in which case the Trustee will transfer the Units to us and credit your Plan account with the aggregate amount you paid for the Units, plus interest at a rate of 0.27% per year for the period from the date you purchased the Units to the date payment is made by us. However, we will not repurchase the Units if the aggregate amount you paid for the Units, plus interest, is less than the value of the Units as of the Expiration Date, as it would not be economically beneficial to you.

Units are deemed sold in the order in which you purchased them. In order to determine which Units are eligible for repurchase and which, if any, Units were sold at a loss, all Units acquired on your behalf pursuant to the Plan during

the Purchase Period will be matched against all sales of Units during or after the Purchase Period

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by matching the first Unit acquired with the first Unit sold. This principle, commonly called first-in, first-out, or FIFO, will be used in determining which Units you sold at a loss and which Units you now hold are eligible for repurchase and should be used by you to help determine whether or not you wish to accept the Rescission Offer. An example of the application of the FIFO principle is included with the Rescission Offer Acceptance Form that accompanies this prospectus supplement.

We will use an annual interest rate of 0.27%, which is calculated on the basis of the highest weekly average one-year constant maturity Treasury yield in effect at any time during the Purchase Period.

During the Purchase Period, we paid a cash dividend of \$0.145 per share to holders of record of our common stock on April 28, 2014 and cash dividends of \$0.165 per share to holders of record of our common stock on each of July 28, 2014, October 31, 2014, and January 30, 2015. In addition, we paid a cash dividend of \$0.165 per share on May 15, 2015 to holders of record on April 27, 2015, and we expect to pay a cash dividend of \$0.185 per share on August 21, 2015 to holders of record on July 31, 2015. The amount and timing of future dividends are determined by our Board of Directors based on business considerations at the time. Cash dividends paid by us with respect to shares of common stock included in the Units purchased through the Plan during the Purchase Period are credited to the Unum Stock Fund and result in an equivalent increase in the value of the Unit.

The Rescission Offer will expire at 5:00 p.m., Eastern Time, on August 5, 2015. If we receive a legible and properly completed Rescission Offer Acceptance Form from you on or before the deadline specified in the preceding sentence, and we determine that you are eligible to accept the Rescission Offer, we expect any proceeds to which you are entitled will be credited to your Plan account, or a Plan account established for you, within 18 business days following the Expiration Date.

Neither we nor any of our executive officers or directors makes any recommendations to any person with respect to our Rescission Offer. We urge you to read this prospectus supplement carefully and to make an independent evaluation with respect to our Rescission Offer. We also urge you to consult with your advisers before accepting or rejecting our Rescission Offer.

If you continue to have a Plan account, whether or not you are an active employee of Unum, all proceeds to which you are entitled by accepting the Rescission Offer will be credited to your Plan account and invested in the age-appropriate Vanguard Retirement Fund. If you do not have a Plan account, a Plan account will be created for you and the proceeds will be invested in the age-appropriate Vanguard Retirement Fund. The Plan's distribution rules vary based on your personal circumstances such as your account balance, age, and employment status. As a result, you should review the Plan's Summary Plan Description and the section "Questions and Answers About the Rescission Offer" included in this prospectus supplement for more information on your distribution options. Payment of proceeds directly to you may result in adverse tax consequences. See "Material U.S. Federal Income Tax Considerations."

As of June 17, 2015, the closing sale price of our common stock (as reported on the New York Stock Exchange) was \$36.57 per share. The value of a Unit on such date was \$29.92.

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The table below sets forth the high and low (1) sale prices of our common stock for the first quarter of fiscal year 2015 and for each quarter during fiscal year 2014 and fiscal year 2013 and (2) net asset values of the Units for the first quarter of fiscal year 2015 and for each quarter during fiscal year 2014 and fiscal year 2013.

	Fiscal Year 2015		Fiscal Year 2014			Fiscal Year 2013			
	First Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Common stock sales price per share:									
High	\$ 35.21	\$ 36.30	\$ 35.78	\$ 37.15	\$ 35.77	\$ 28.34	\$ 29.92	\$ 32.94	\$ 35.40