

Edgar Filing: State Auto Financial CORP - Form 8-K

State Auto Financial CORP  
Form 8-K  
March 09, 2017

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): March 8, 2017 (March 3, 2017)

STATE AUTO FINANCIAL CORPORATION  
(Exact name of Registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Ohio  | 000-19289                | 31-1324304                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

518 East Broad Street, Columbus, Ohio 43215-3976  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (614) 464-5000

Not Applicable  
(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

--Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

--Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

--Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

--Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5. Corporate Governance and Management

Item 5.02(e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 3, 2017, the Board of Directors of State Auto Financial Corporation approved an amendment to the State Auto Financial Corporation One Team Incentive Plan (the "Incentive Plan") to remove the percentage cap on a Participant's Target Bonus Award. The foregoing description of the amendment to the Incentive Plan is qualified in its entirety by reference to the full text of the amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated in this Item 5.02(e) by reference.

Section 9. Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| Exhibit<br>No. | Description of Exhibit |
|----------------|------------------------|
|----------------|------------------------|

|      |  |
|------|--|
| 10.1 | First Amendment to the State Auto Financial Corporation One Team Incentive Plan. |
|------|--|

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.

STATE AUTO FINANCIAL CORPORATION

Date: March 8, 2017 /s/ Melissa A. Centers

Senior Vice President, Secretary and General Counsel