

HANOVER INSURANCE GROUP, INC.  
Form DEFA14A  
March 28, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.        )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material under §240.14a-12  
THE HANOVER INSURANCE GROUP, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Important Notice Regarding the Availability of Proxy Materials for The Hanover Insurance Group, Inc. Annual Meeting of Shareholders to be held on May 14, 2019 (the "Annual Meeting") This communication is not a form of voting and presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement, annual report, directions to the annual meeting and voting instructions, go to [www.proxydocs.com/THG](http://www.proxydocs.com/THG). To submit your proxy while visiting this site, you will need the 12 digit control number in the shaded gray box below. Under United States Securities and Exchange Commission rules, proxy materials for the annual shareholders' meeting can be distributed by making them available on the Internet. We have chosen to use these procedures for our Annual Meeting and request YOUR participation. If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper copy in time for this year's Annual Meeting, please make this request on or before May 4, 2019. For a Convenient Way to VIEW Proxy Materials – and – VOTE Online go to: [www.proxydocs.com/THG](http://www.proxydocs.com/THG) Proxy Materials Available to View or Receive: Annual Report and Proxy Statement Printed materials may be requested by one of the following methods: INTERNET TELEPHONE \*E-MAIL [www.investorelections.com/THG](http://www.investorelections.com/THG) (866) 648-8133 [paper@investorelections.com](mailto:paper@investorelections.com) \* If requesting material by e-mail, please send a blank e-mail with You must use the 12 digit control number the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be located in the shaded gray box below. included with your e-mail requesting material. The Hanover Insurance Group, Inc. Notice of Annual Meeting of Shareholders Meeting Type: Annual Meeting Date: Tuesday, May 14, 2019 Time: 9:00 A.M. (Eastern Time) Place: The Hanover Insurance Group, Inc., 440 Lincoln Street, Worcester, MA 01653 The purpose of this Annual Meeting is to take action on the following proposals: The Board of Directors recommends a vote FOR each of the director nominees listed in proposal 1 and FOR proposals 2 and 3. 1. To elect four individuals to the Board of Directors: Nominees: (01) P. Kevin Condron -two-year term expiring in 2021 (02) Michael D. Price -three-year term expiring in 2022 (03) Joseph R. Ramrath -three-year term expiring in 2022 (04) John C. Roche -three-year term expiring in 2022 2. To approve the advisory vote on the Company's executive compensation. 3. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent, registered public accounting firm for 2019. Vote In-Person Instructions: While we encourage shareholders to vote online by the means indicated above, a shareholder is entitled to vote in person at the Annual Meeting. If you wish to vote your shares in person at the Annual Meeting, please register with the Inspector of Elections at the desk marked "Registration" at the entrance to receive a ballot. Proper photo ID is required. Ballots should be returned to the Inspector of Elections in order to be counted. Additionally, a shareholder who has submitted a proxy before the meeting may revoke that proxy in person at the Annual Meeting. Directions to the Annual Meeting can be found at [www.proxydocs.com/thg](http://www.proxydocs.com/thg).

indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 15, 2015

GGCP, INC.  
MARIO J. GABELLI  
GABELLI FOUNDATION, INC.

By: /s/ Douglas R. Jamieson  
Douglas R. Jamieson  
Attorney-in-Fact

TETON ADVISORS, INC.

By: /s/ David Goldman  
David Goldman  
General Counsel – Teton Advisors, Inc.

GAMCO ASSET MANAGEMENT INC.  
GAMCO INVESTORS, INC.  
GABELLI SECURITIES, INC.  
GABELLI FUNDS, LLC

By: /s/ Douglas R. Jamieson  
Douglas R. Jamieson  
President & Chief Operating Officer – GAMCO Investors, Inc.  
President – GAMCO Asset Management Inc.  
President – Gabelli Securities, Inc.

President & Chief Operating Officer of the sole

member of  
Gabelli Funds, LLC



SCHEDULE I

Information with Respect to Executive

Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt Former Chairman and Chief Executive Officer  
Procter & Gamble Company  
900 Adams Crossing  
Cincinnati, OH 45202

Raymond C. Avansino Chairman & Chief Executive Officer  
E.L. Wiegand Foundation  
165 West Liberty Street  
Reno, NV 89501

Richard L. Bready Former Chairman and Chief Executive Officer  
Nortek, Inc.  
50 Kennedy Plaza  
Providence, RI 02903

Marc Gabelli Chairman of The LGL Group, Inc.  
2525 Shader Road  
Orlando, FL 32804

Mario J. Gabelli Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of  
GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by  
Gabelli Funds, LLC.

Elisa M. Wilson Director  
c/o GAMCO Investors, Inc.  
One Corporate Center  
Rye, NY 10580

Eugene R. McGrath Former Chairman and Chief Executive Officer  
Consolidated Edison, Inc.  
4 Irving Place  
New York, NY 10003

Robert S. Prather President & Chief Executive Officer  
Heartland Media, LLC  
1843 West Wesley Road  
Atlanta, GA 30327

Officers:

Mario J. Gabelli Chairman and Chief Executive Officer

Douglas R. Jamieson President and Chief Operating Officer

Henry G. Van der Eb      Senior Vice President  
Bruce N. Alpert          Senior Vice President  
Agnes Mullady          Senior Vice President  
Robert S. Zuccaro        Executive Vice President and Chief Financial Officer  
Kevin Handwerker        Executive Vice President, General Counsel and Secretary

GAMCO Asset  
Management Inc.  
Directors:

Douglas R. Jamieson  
Regina M. Pitaro  
William S. Selby

Officers:

Mario J. Gabelli          Chief Executive Officer and Chief Investment Officer – Value Portfolios  
Douglas R. Jamieson      President, Chief Operating Officer and Managing Director  
Robert S. Zuccaro        Chief Financial Officer  
David Goldman          General Counsel, Secretary & Chief Compliance Officer

Gabelli Funds, LLC  
Officers:

Mario J. Gabelli          Chief Investment Officer – Value Portfolios  
Bruce N. Alpert          Executive Vice President and Chief Operating Officer  
Agnes Mullady          President and Chief Operating Officer – Open End Fund Division  
Robert S. Zuccaro        Chief Financial Officer  
David Goldman          General Counsel

Gabelli Securities, Inc.  
Directors:

Robert W. Blake          President of W. R. Blake & Sons, Inc.  
196-20 Northern Boulevard



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Flushing, NY 11358

Douglas G. DeVivo Co-Chairman of the Board and  
DeVivo Asset Management Company LLC  
P.O. Box 2048  
Menlo Park, CA 94027

Marc J. Gabelli Co-Chairman of the Board

Douglas R. Jamieson President

Daniel R. Lee Chief Executive Officer  
Full House Resorts, Inc.  
4670 South Ford Apache Road, Suite 190  
Las Vegas, NV 89147

William C.  
Mattison, Jr.  
Salvatore F.  
Sodano Vice Chairman

Officers:

Douglas R. Jamieson See above

Robert S. Zuccaro Chief Financial Officer

Diane M. LaPointe Controller

Kevin Handwerker Secretary

David M. Goldman General Counsel & Assistant Secretary

David Fitzgerald Chief Compliance Officer

G.research, Inc.

Directors:

Daniel M. Miller Chairman

Cornelius V. McGinity President

Officers:

Daniel M. Miller See above

Cornelius V. McGinity See above

Bruce N. Alpert Vice President

Diane M. LaPointe Controller and Financial & Operations Principal

Douglas R. Jamieson Secretary

David M. Goldman Assistant Secretary

Josephine D. LaFauci Chief Compliance Officer

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli	Chairman, Trustee & Chief Investment Officer
Elisa M. Wilson	President
Marc J. Gabelli	Trustee
Matthew R. Gabelli	Trustee
Michael Gabelli	Trustee

MJG-IV Limited Partnership

Officers:

Mario J. Gabelli	General Partner
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GGCP, Inc.

Directors:

Mario J. Gabelli	Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.
Marc J. Gabelli	Chairman of The LGL Group, Inc. 2525 Shader Road Orlando, FL 32804
Matthew R. Gabelli	Vice President – Trading G.research, Inc. One Corporate Center Rye, NY 10580
Michael Gabelli	President & COO Gabelli & Partners, LLC One Corporate Center Rye, NY 10580
Charles C. Baum	Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue

Baltimore, MD  
21223

Fredric V. Salerno  
Chairman;  
Former Vice  
Chairman and  
Chief Financial  
Officer  
Verizon  
Communications

Officers:

Mario J. Gabelli  
Chief Executive  
Officer and Chief  
Investment  
Officer

Marc J. Gabelli  
President  
Vice President,

Silvio A. Berni  
Assistant  
Secretary and  
Controller

GGCP Holdings LLC

Members:

GGCP, Inc.      Manager and  
Member

Mario J. Gabelli      Member

Teton Advisors, Inc.

Directors:

Howard F. Ward

Nicholas F. Galluccio	Chairman of the Board
Vincent J. Amabile	Chief Executive Officer and President
John Tesoro	

Officers:

Howard F. Ward	See above
Nicholas F. Galluccio	See above
Robert S. Zuccaro	Chief Financial Officer
David Goldman	General Counsel
Tiffany Hayden	Secretary

SCHEDULE II  
 INFORMATION WITH RESPECT TO  
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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COMMON STOCK-TREDEGAR CORPORATION

GABELLI FOUNDATION, INC.

9/03/15	1,000	13.5200
8/27/15	1,000	13.6100
8/20/15	5,000	14.7544

GAMCO ASSET MANAGEMENT INC.

9/11/15	7,800	13.3235
9/10/15	12,200	13.3541
9/10/15	400-	13.5800
9/10/15	500-	13.4300
9/10/15	500	13.3760
9/09/15	10,000-	13.5728
9/09/15	2,000	13.5000
9/09/15	4,000	13.4962
9/09/15	125-	*DO
9/09/15	27,385	13.7529
9/09/15	22,079	13.6744
9/08/15	3,000-	13.8386
9/08/15	500-	13.9718
9/08/15	3,000	13.7322
9/08/15	10,915	13.7466
9/08/15	408	13.6555
9/08/15	1,000-	13.7065
9/04/15	2,000	13.3145
9/04/15	2,000	13.3870
9/04/15	7,513	13.2573
9/03/15	3,000	13.9455
9/03/15	8,300	13.8095
9/02/15	1,000	13.8100
9/02/15	1,000-	13.9700
9/02/15	10,200	13.8199
9/02/15	19,400	13.9187
9/02/15	5,400	13.8200
9/01/15	100	13.8100
9/01/15	148,200-	*DO

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9/01/15	1,500	13.8200
8/31/15	1,600	14.4700
8/31/15	10,000	*DI
8/31/15	1,000	14.4500
8/31/15	900	14.5067
8/28/15	5,000	14.2203
8/28/15	3,000	14.3193
8/27/15	36,400	13.5876
8/27/15	1,000	13.0830
8/27/15	2,000	13.3502
8/27/15	1,000-	13.6280
8/26/15	500	13.2500
8/25/15	3,000	13.9600
8/25/15	22,600	13.8612
8/24/15	15,590	14.3876
8/24/15	8,950	14.3287
8/24/15	2,900-	*DO
8/21/15	1,410	14.8000
8/21/15	9,930	14.5210
8/21/15	2,000	14.8395
8/21/15	1,800	14.7956
8/20/15	13,570	14.7674
8/19/15	7,400	14.7964
8/19/15	1,500	14.9900
8/19/15	4,800	14.4848
8/19/15	1,000	14.9629
8/19/15	700	15.0477
8/19/15	3,800	15.0806
8/18/15	1,000	15.0500
8/17/15	1,600	15.2825
8/17/15	5,000	15.3204
8/17/15	700-	15.0200
8/13/15	1,000-	15.2500
8/13/15	6,500	15.6787
8/13/15	11,200	15.6910
8/12/15	8,800	15.8143
8/11/15	1,500	16.0500
8/10/15	15,000	16.5580
8/10/15	600-	16.5740
8/10/15	1,500-	16.5105
8/07/15	500	16.6080
8/06/15	2,700	16.6262
TETON ADVISORS, INC.		
9/03/15	4,000	13.6200
8/28/15	4,000	14.4000
8/27/15	14,000	13.0856
8/26/15	4,500	13.0160
8/21/15	3,717	14.8706
8/19/15	6,500	14.4848
8/13/15	296	15.2200
8/06/15	4,165	16.5000

GABELLI FUNDS, LLC.

GABELLI VALUE PLUS TRUST PLC

9/14/15	5,000	12.9904
9/08/15	15,000	13.7793
9/03/15	5,000	13.7600
9/01/15	5,000	13.9884
8/27/15	4,000	12.9200
8/26/15	1,000	13.1500
8/25/15	8,175	13.6904
8/21/15	1,825	14.7658
8/12/15	1,500	16.1100
8/11/15	8,500	16.1071
8/10/15	10,000	16.4885

GABELLI SMALL CAP GROWTH FUND

9/11/15	2,069	13.3235
9/11/15	27,036	13.1874
9/10/15	3,211	13.3541
9/09/15	6,679	13.4900
8/21/15	11,000	14.8400

GAMCO ALL CAP VALUE

8/26/15	400	13.1000
8/21/15	2,000	14.7799

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

(\*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.