

PROGRESSIVE CORP/OH/  
Form 8-K  
May 16, 2018

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) May 16, 2018

THE PROGRESSIVE CORPORATION  
(Exact name of registrant as specified in its charter)

|                                                                                            |                                    |                                                       |
|--------------------------------------------------------------------------------------------|------------------------------------|-------------------------------------------------------|
| Ohio<br>(State or other jurisdiction of<br>incorporation or organization)                  | 1-9518<br>(Commission File Number) | 34-0963169<br>(I.R.S. Employer<br>Identification No.) |
| 6300 Wilson Mills Road, Mayfield Village, Ohio<br>(Address of principal executive offices) |                                    | 44143<br>(Zip Code)                                   |

Registrant's telephone number, including area code (440) 461-5000

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))

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§204.12b-2 of this chapter).

Emerging Growth Company “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act “

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Item 7.01 Regulation FD Disclosure.

On May 16, 2018, The Progressive Corporation issued a news release containing:  
• financial results for the Company and its consolidated subsidiaries for the month of, and year-to-date period ended, April 2018; and  
• the announcement that the Board of Directors renewed the Company's authorization to repurchase up to 25 million of the Company's common shares.

The announcement related to the common share repurchase authorization is included in the Monthly Commentary at the end of the release. A copy of the news release is attached hereto as Exhibit 99.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

See exhibit index on page 4.

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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.

Date: May 16, 2018

THE PROGRESSIVE CORPORATION

By: /s/ Jeffrey W. Basch

Name: Jeffrey W. Basch

Title: Vice President and Chief Accounting Officer

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EXHIBIT INDEX

| Exhibit No.<br>Under Reg. S-K<br>Item 601 | Form 8-K<br>Exhibit No. | Description                                                                                                                                                                                                                                                   |
|-------------------------------------------|-------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99                                        | 99                      | <u>News release dated May 16, 2018, containing financial results of The Progressive Corporation and its consolidated subsidiaries for the month of, and year-to-date period ended, April 2018, and announcement of common share repurchase authorization.</u> |

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