

State Auto Financial CORP
Form S-8
November 12, 2010

As filed with the Securities and Exchange Commission on November 12, 2010

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

STATE AUTO FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

OHIO
(State or other jurisdiction of
incorporation or organization)

31-1324304
(I.R.S. Employer
Identification No.)

518 East Broad Street, Columbus, Ohio
(Address of principal executive offices)

43215-3976
(Zip Code)

State Auto Insurance Companies

Amended and Restated Directors Deferred Compensation Plan

(Full title of the plan)

James A. Yano, Esq.

Vice President, Secretary and General Counsel

State Auto Financial Corporation

518 East Broad Street

Columbus, Ohio 43215-3976

(614) 464-5000

Name, address and telephone number, including area code, of agent for service

with copies to

Joseph P. Boeckman, Esq.

Baker & Hostetler LLP

65 East State Street, Suite 2100

Columbus, Ohio 43215-4260

(614) 228-1541

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. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of	Amount	Proposed	Proposed	Amount of
Securities to be registered	to be	maximum	maximum	registration fee(3)
Common Shares, without par value	registered(1)	offering price	offering price(2)	N/A
Common Shares, without par value	60,000	\$16.41	\$984,600	\$71.00
Interests in the Plan	(4)	N/A	N/A	N/A

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the **Securities Act**), this Registration Statement also covers additional securities that may be offered under the terms of the State Auto Insurance Companies Amended and Restated Directors Deferred Compensation Plan (the **Plan**) as a result of stock splits, stock dividends and similar transactions.
- (2) Estimated solely for the purpose of calculating the aggregate offering price and the registration fee pursuant to Rules 457(c) and 457(h)(1) promulgated under the Securities Act and computed on the basis of \$16.41, which was the average of the high and low sales prices of the Common Shares as reported on the Nasdaq Stock Market on November 8, 2010.
- (3) In accordance with Rule 457(h) under the Securities Act, the filing fee is based on the maximum number of the Registrant's Common Shares available under the Plan that are covered by this Registration Statement.
- (4) In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also includes an indeterminable amount of interests to be offered pursuant to the Plan.

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on November 12, 2010.

STATE AUTO FINANCIAL CORPORATION

By /s/ Robert P. Restrepo, Jr.
Robert P. Restrepo, Jr., Chairman, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on November 12, 2010.

Signature	Title
/s/ Robert P. Restrepo, Jr. Robert P. Restrepo, Jr.	Chairman, President and Chief Executive Officer (principal executive officer)
/s/ Steven E. English Steven E. English	Vice President and Chief Financial Officer (principal financial officer)
/s/ Cynthia A. Powell Cynthia A. Powell	Vice President, Treasurer and Chief Accounting Officer (principal accounting officer)
Robert E. Baker* Robert E. Baker	Director
David J. D. Antoni* David J. D. Antoni	Director
Eileen A. Mallesch* Eileen A. Mallesch	Director
Thomas E. Markert* Thomas E. Markert	Director
David R. Meuse* David R. Meuse	Director
S. Elaine Roberts* S. Elaine Roberts	Director
Alexander B. Trevor* Alexander B. Trevor	Director
Paul S. Williams* Paul S. Williams	Director

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* The undersigned, Steven E. English, by signing his name hereto, does hereby execute this Registration Statement on Form S-8 on November 12, 2010, on behalf of each of the above-named persons pursuant to powers of attorney duly executed by such persons and filed as exhibits to this Form S-8.

/s/ Steven E. English
Steven E. English

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Exhibit No.	Description of Exhibit	If Incorporated by Reference, Document with which Exhibit was Previously Filed with SEC
4(j)	Fourth Amendment to the State Auto Insurance Companies Amended and Restated Directors Deferred Compensation Plan (amendment effective as of November 1, 2010).	Included herein.
23(a)	Consent of Ernst & Young LLP	Included herein.
24(a)	Powers of Attorney for Robert E. Baker, David J. D. Antoni, Thomas E. Marker, David R. Meuse, S. Elaine Roberts, Alexander B. Trevor and Paul S. Williams.	Incorporated herein by reference to Exhibit 24(a) of the Registrant's Registration Statement on Form S-8 (File No. 333-165364), filed on March 9, 2010.
24(b)	Power of Attorney for Eileen A. Mallesch	Included herein.