

Brown Lori A.  
Form 3  
January 03, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Brown Lori A.                           |         | (Month/Day/Year)                     | Employers Holdings, Inc. [EIG]                     |  |
| (Last)                                    | (First) | (Middle)                             | 01/01/2019   |  |
| 10375 PROFESSIONAL CIRCLE                 |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                             |  |
| RENO, NV 89521                            |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (City)                                    |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (State)                                   |         |                                      | (give title below)                                 | (specify below)  |
| (Zip)                                     |         |                                      | EVP, Chief Legal Officer                           | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, par value \$0.01  | 2,480 <sup>(1)</sup>                                  | D  | Â   |
| Common Stock, par value \$0.01  | 10,995  | I  | The Lori Ann Brown Revocable Trust                    |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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|                                      | Date Exercisable | Expiration Date | (Instr. 4)<br>Title            | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|--------------------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Option (right to buy) | Â (2)            | 03/11/2021      | Common Stock, par value \$0.01 | 2,000                      | \$ 20.87                     | D   | Â          |
| Employee Stock Option (right to buy) | Â (3)            | 03/10/2022      | Common Stock, par value \$0.01 | 1,500                      | \$ 24.2                      | D   | Â          |
| Employee Stock Option (right to buy) | Â (4)            | 03/14/2023      | Common Stock, par value \$0.01 | 1,200                      | \$ 27.72                     | D   | Â          |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Brown Lori A.<br>10375 PROFESSIONAL CIRCLE<br>RENO, NV 89521 | Â             | Â         | Â EVP,<br>Chief Legal Officer | Â     |

## Signatures

/s/ Lori A. Brown 01/03/2019

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) Includes (i) 225 restricted stock units that vest on March 15, 2019 (subject to the reporting person's continued employment on such date); (ii) 430 restricted stock units that vest in two equal annual installments beginning on March 15, 2019 (subject to the reporting person's continued employment on such dates); (iii) 705 restricted stock units that vest in three equal annual installments beginning on March 15, 2019 (subject to the reporting person's continued employment on such dates); and (iv) 1,120 restricted stock units that vest in four equal annual installments beginning on March 15, 2019 (subject to the reporting person's continued employment on such dates).
  - (2) The option is fully vested and immediately exercisable.
  - (3) The option vests in four equal annual installments beginning on March 15, 2016 (subject to the reporting person's continued employment on such dates).
  - (4) The option vests in four equal annual installments beginning on March 15, 2017 (subject to the reporting person's continued employment on such dates).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.