

HANOVER INSURANCE GROUP, INC.
 Form 4
 January 22, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 EPPINGER FREDERICK H

2. Issuer Name and Ticker or Trading Symbol
 HANOVER INSURANCE GROUP, INC. [THG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/20/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

WORCESTER, MA 01653

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V	Amount	Price	
				(A) or (D)	(1)	(2)	
Common Stock	01/20/2016		F	D	14,000	\$ 76.9	D

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EPPINGER FREDERICK H C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN ST WORCESTER, MA 01653	X		President & CEO	

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement 01/22/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Represents shares that were forfeited to pay withholding taxes upon the vesting of restricted stock units that were previously granted by the Issuer.
- (2) Does not include 200,612 shares held indirectly in a Rabbi Trust pursuant to deferral agreements.

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.

(b) Percent of class: 5.83% The percentages used herein and in the rest of Item 4 are calculated based upon the 5,989,510 shares of Common Stock issued and outstanding on November 10, 2011 as reflected in the Form 10-Q for the quarterly period ended September 30, 2011 filed by the Company on November 10, 2011.

- (c)
- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote:

349,177 shares of Common Stock

(iii)

Sole power to dispose or direct the disposition: -0-

(iv)

Shared power to dispose or direct the disposition of:

349,177 shares of Common Stock

B. Stieven Financial Offshore Investors, Ltd.

- (a) Amount beneficially owned:
60,492 shares of Common Stock
- (b) Percent of class: 1.01%
- (c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote:
60,492 shares of Common Stock
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition:
60,492 shares of Common Stock

C. Stieven Capital Advisors, L.P.

- (a) Amount beneficially owned:
409,669 shares of Common Stock
- (b) Percent of class: 6.84%
- (c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote:
409,669 shares of Common Stock
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition:
409,669 shares of Common Stock

D. Joseph A. Stieven, Stephen L. Covington and Daniel M. Ellefson

- (a) Amount beneficially owned:
409,669 shares of Common Stock
- (b) Percent of class: 6.84%
- (c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote:
409,669 shares of Common Stock
(iii) Sole power to dispose or direct the disposition: -0-
(iv) Shared power to dispose or direct the disposition:
409,669 shares of Common Stock

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Mr. Stieven is the managing member of the general partner of SCA, and in that capacity may direct SCA's operations. Messrs. Covington and Ellefson are managing directors of SCA, and in that capacity may direct SCA's operations.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

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

DATED: February 14, 2012

STIEVEN FINANCIAL INVESTORS, L.P.

By: Stieven Capital GP, LLC
its general partner

/s/ Joseph A. Stieven
Name: Joseph A. Stieven
Title: Managing Member

STIEVEN FINANCIAL OFFSHORE INVESTORS, LTD.

/s/ Michelle Wilson-Clarke
Name: Michelle Wilson-Clarke
Title: Director

STIEVEN CAPITAL ADVISORS, L.P.

By: Stieven Capital Advisors GP, LLC
its general partner

/s/ Joseph A. Stieven
Name: Joseph A. Stieven
Title: Managing Member

JOSEPH A. STIEVEN

/s/ Joseph A. Stieven
JOSEPH A. STIEVEN, individually

STEPHEN L. COVINGTON

/s/ Stephen L. Covington
STEPHEN L. COVINGTON, individually

DANIEL M. ELLEFSON

/s/ Daniel M. Ellefson

DANIEL M. ELLEFSON, individually

EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2012

STIEVEN FINANCIAL INVESTORS, L.P.

By: Stieven Capital GP, LLC
its general partner

/s/ Joseph A. Stieven
Name: Joseph A. Stieven
Title: Managing Member

STIEVEN FINANCIAL OFFSHORE
INVESTORS, LTD.

/s/ Michelle Wilson-Clarke
Name: Michelle Wilson-Clarke
Title: Director

STIEVEN CAPITAL ADVISORS, L.P.

By: Stieven Capital Advisors GP, LLC
its general partner

/s/ Joseph A. Stieven
Name: Joseph A. Stieven
Title: Managing Member

JOSEPH A. STIEVEN

/s/ Joseph A. Stieven
JOSEPH A. STIEVEN, individually

CUSIP No. 204157-10-1

13G/A

Page 14 of 14 Pages

STEPHEN L. COVINGTON

/s/ Stephen L. Covington
STEPHEN L. COVINGTON, individually

DANIEL M. ELLEFSON

/s/ Daniel M. Ellefson
DANIEL M. ELLEFSON, individually