

PROGRESSIVE CORP/OH/
Form 8-K
February 07, 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) February 7, 2018 (February 2, 2018)

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

| | | |
|---|--|---|
| Ohio (State or other jurisdiction of incorporation or organization) | 1-9518 (Commission File Number) | 34-0963169 (I.R.S. Employer Identification No.) |
|---|--|---|

| | |
|--|---------------------|
| 6300 Wilson Mills Road, Mayfield Village, Ohio (Address of principal executive offices) | 44143 (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))

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On February 2, 2018, Glenn M. Renwick, Chairman of the Board, announced his decision to retire from the company's Board of Directors (the "Board") at the end of his current term. This is consistent with the company's multi-year succession plan for both the CEO and Chairman roles. Mr. Renwick will remain a director of the company and Chairman of the Board until the 2018 annual meeting of shareholders. Mr. Renwick's decision is not the result of any disagreement with the company or the Board. The company's press release announcing Mr. Renwick's decision is included as Exhibit 99 to this Form 8-K.

(d) On the same day, the Board of Directors appointed Philip Bleser to the Compensation Committee of the Board. This subsection (d) shall be deemed to update and amend the company's Form 8-K filed on August 4, 2017 that reported Mr. Bleser's election to the Board.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

See exhibit index on page 4.

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: February 7, 2018

THE PROGRESSIVE CORPORATION

By: /s/ Daniel P. Mascaro

Name: Daniel P. Mascaro

Title: Vice President and Chief Legal Officer

EXHIBIT INDEX

| Exhibit No. Under Reg. S-K Item 601 | Form 8-K Exhibit No. | Description |
|-------------------------------------|----------------------|---|
| 99 | 99 | <u>Press Release dated February 7, 2018</u> |

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