

OLD REPUBLIC INTERNATIONAL CORP

FORM 8-K

(Current report filing)

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Sector	Financials
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) December 12, 2025

OLD REPUBLIC INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	001-10607	36-2678171	
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)	
307 North Michigan Avenue	Chicago	Illinois	60601
(Address of principal executive offices) (Zip Code)			
(312) 346-8100			
(Registrant's telephone number, including area code)			
N /A			
(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 140.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock / \$1 par value	ORI	New York Stock Exchange

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 (§240.12b-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 or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

On December 12, 2025, the Board of Directors of Old Republic International Corporation (the “Company”) declared a special cash dividend of \$2.50 per common share to be paid on January 14, 2026 to shareholders of record on January 2, 2026. Also on December 12, 2025, the Company issued a press release announcing this action. The full text of this press release is included as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
<u>99.1</u>	<u>Press Release dated December 12, 2025</u>
104	Cover page Interactive Data file (embedded within Inline XBRL document)

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 thereunto duly authorized.

OLD REPUBLIC INTERNATIONAL CORPORATION
Registrant

Date: December 12, 2025

By: /s/ Thomas A. Dare
Thomas A. Dare
Senior Vice President,
Secretary and General Counsel

NEWS RELEASE



OLD REPUBLIC ANNOUNCES SPECIAL DIVIDEND

CHICAGO – December 12, 2025 – Old Republic International Corporation (NYSE: ORI) – today announced that its Board of Directors has declared a special cash dividend of \$2.50 per share. This special dividend is payable on January 14, 2026 to shareholders of record on January 2, 2026 and will return approximately \$620 million to shareholders.

Craig R. Smiddy, President and CEO, commented, “Old Republic’s strong performance continues to generate excess capital for return to shareholders. This special dividend complements our ongoing share repurchase program and demonstrates our commitment to optimizing capital allocation. We remain focused on profitable organic growth, launching new specialty businesses, technology investments and strategic niche acquisitions, including the pending purchase of ECM. Over the past five years we have returned over \$5.0 billion to shareholders and reduced shares outstanding by over 20%.”

The Board’s decision reflects such factors as the current and foreseeable liquidity and capital needs of the parent holding company and its insurance company subsidiaries. The Company also provided an update on repurchase activity, noting that \$47 million of shares had been repurchased in the fourth quarter, with \$864 million remaining authorized. Old Republic may continue to purchase shares on a discretionary basis from time to time through open-market purchases, private negotiated transactions or other means.

About Old Republic

Old Republic is a leading specialty insurer that operates diverse property & casualty and title insurance companies. Founded in 1923 and a member of the Fortune 500, we are a leader in underwriting and risk management services for business partners across the United States and Canada. Our specialized operating companies are experts in their fields, enabling us to provide tailored solutions that set us apart. For more information, please visit www.oldrepublic.com.

At Old Republic:

Craig R. Smiddy: President and Chief Executive Officer

At Financial Relations Board:

Investors: Joe Calabrese/jcalabrese@mww.com

