

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

Employers Holdings, Inc.
(Exact Name of Registrant as Specified in Its Charter)

NEVADA
(State or Other Jurisdiction of
Incorporation or Organization)

04-3850065
(I.R.S. Employer
Identification No.)

10375 Professional Circle
Reno, Nevada
(Address of Registrant's Principal Executive Offices)

89521
(ZIP Code)

Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan
(Full Title of the Plan)

Lenard T. Ormsby, Esq.
Executive Vice President, Chief Legal Officer and General
Counsel
Employers Holdings, Inc.
10375 Professional Circle
Reno, Nevada 89521
(Name and Address of Agent For Service)

(888) 682-6671
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Susan J. Sutherland, Esq.
David C. Ingles, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See definitions of "large accelerated filer," "accelerated filer" "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value \$0.01 per share	3,500,000 shares	\$15.09	\$52,815,000.00	\$3,765.71

(1) This Registration Statement shall also cover any additional shares of common stock which may become issuable under the plan being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefits plans described herein.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act on the basis of the average of the high and low sale prices for a share of common stock of Employers Holdings, Inc. as reported on the New York Stock Exchange on August 4, 2010.

EXPLANATORY NOTE

This Registration Statement has been filed to register 3,500,000 additional shares of common stock, par value \$0.01 per share (the "Common Stock"), of Employers Holdings, Inc. (the "Company"), to be offered pursuant to the Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan (the "Plan"), which has been amended since the filing of the Company's Registration Statements on Form S-8 covering the Plan. The increase in the number of shares of Common Stock authorized for issuance under the Plan was approved by the Company's stockholders at the Company's 2010 Annual Meeting of Stockholders held on May 27, 2010. In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statements on Form S-8 related to predecessor to the Plan (File No. 333-140395, filed on February 1, 2007, File No. 333-142135, filed on April 16, 2007, and File No. 333-152900, filed on August 8, 2008) filed with the Securities and Exchange Commission (the "SEC") are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby. Only those Items of Form S-8 containing new information not contained in Registration Statement Nos. 333-140395, 333-142135 and 333-152900 are presented herein.

PART II: INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Company hereby incorporates by reference into this Registration Statement the following documents:

- (a) the Company's annual report on Form 10-K for the fiscal year ended December 31, 2009, including the Company's audited consolidated financial statements for the fiscal year ended December 31, 2009;
- (b) the description of the Common Stock contained in the Company's Registration Statement on Form 8-A, filed on January 4, 2007 pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and
- (c) all other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the audited financial statements described in (a) above.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Statements contained in this Registration Statement or in a document incorporated by reference may be modified or superseded by later statements in this Registration Statement or by statements in subsequent documents incorporated by reference, in which case reference is made to the later statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

To the extent that any proxy statement or Current Report on Form 8-K is incorporated by reference herein, such incorporation shall not include any information contained in such proxy statement or Current Report on Form 8-K that is not, pursuant to the SEC's rules, deemed to be "filed" with the SEC or subject to the liabilities of Section 18 of the Exchange Act.

ITEM 8. EXHIBITS.

Exhibit No.	Description of Exhibit
4.1	Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan (previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 28, 2010, and incorporated by reference herein)
5.1	Opinion of Lenard T. Ormsby, Esq.
23.1	Consent of Lenard T. Ormsby, Esq. (included in the opinion filed as Exhibit 5.1 hereto)
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.3	Consent of Towers Watson & Co. (as successor to Towers, Perrin, Forster & Crosby, Inc.)
24.1	Powers of Attorney (reference is made to the signature page hereto)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Reno, Nevada, on this 5th day of August, 2010.

EMPLOYERS HOLDINGS, INC.

By: /s/ Douglas D. Dirks

Douglas D. Dirks
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Douglas D. Dirks, William E. Yocke and Lenard T. Ormsby, and each of them, as his or her attorney-in-fact, with full power of substitution in each, for him or her in any and all capacities, to sign any amendments to this registration statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Robert J. Kolesar</u> Robert J. Kolesar	Chairman of the Board	August 5, 2010
<u>/s/ Douglas D. Dirks</u> Douglas D. Dirks	President and Chief Executive Officer, Director (Principal Executive Officer)	August 5, 2010
<u>/s/ William E. Yocke</u> William E. Yocke	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 5, 2010
<u>/s/ Richard W. Blakey</u> Richard W. Blakey	Director	August 5, 2010
<u>/s/ Valerie R. Glenn</u> Valerie R. Glenn	Director	August 5, 2010
<u>/s/ Rose E. McKinney-James</u> Rose E. McKinney-James	Director	August 5, 2010

Signature**Title****Date**

/s/ Ronald F. Mosher
Ronald F. Mosher

Director

August 5, 2010

/s/ Katherine W. Ong
Katherine W. Ong

Director

August 5, 2010

/s/ Michael D. Rumbolz
Michael D. Rumbolz

Director

August 5, 2010

/s/ John P. Sande, III
John P. Sande, III

Director

August 5, 2010

/s/ Martin J. Welch
Martin J. Welch

Director

August 5, 2010

EXHIBIT INDEX

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August 5, 2010

Employers Holdings, Inc.
10375 Professional Circle
Reno, NV 89521

Re: Employers Holdings, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

I am the Executive Vice President, Chief Legal Officer and General Counsel of Employers Holdings, Inc., a Nevada corporation (the "Company"), and as such, I have acted as counsel for the Company in connection with the preparation of a registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission"), on August 5, 2010, relating to the registration by the Company of 3,500,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, authorized for issuance pursuant to the Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan (the "Plan"). I express no opinion as to any instrument or document incorporated by reference into the Registration Statement.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

In rendering the opinion set forth herein, I have examined originals or copies, certified or otherwise identified to my satisfaction, of the following: (i) the Plan; (ii) the Registration Statement in the form to be filed with the Commission on the date hereof; (iii) the Amended and Restated Articles of Incorporation of the Company, dated as of February 5, 2007 and currently in effect, certified by the Secretary of State of the State of Nevada; (iv) the Amended and Restated Bylaws of the Company, dated as of November 4, 2009 and currently in effect; (v) a certificate, dated as of August 2, 2010, from the Secretary of State of the State of Nevada, and a telephonic confirmation of good standing as of August 5, 2010, as to the existence and good standing in the State of Nevada of the Company; (vi) resolutions of the Board of Directors of the Company, adopted April 7, 2010, relating to the Plan and filing of the Registration Statement; (vii) the Decision and Order of the Commissioner of the Division of Insurance of the State of Nevada Department of Business and Industry relating to the conversion of EIG Mutual Holding Company, a Nevada mutual holding company ("EIG Mutual"), into the Company, issued on November 29, 2006; and (viii) the Decision and Order of the Commissioner of the Division of Insurance of the State of Nevada Department of Business and Industry relating to the conversion of EIG Mutual into the Company, issued on January 13, 2007. I also have examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as I have deemed necessary or appropriate as a basis for the opinion set forth below.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, conformed, certified or photostatic copies, and the authenticity of the originals of such copies. In making my examination of executed documents, I have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinion expressed herein that I did not independently establish or verify, I have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

In rendering the opinion set forth below, I have assumed that each agreement setting forth the terms of each grant of options or other awards under the Plan is or will be consistent with the Plan and has been or will be duly authorized and validly executed and delivered by the parties thereto and such parties' obligations set forth therein are legal, valid and binding.

I do not express any opinion as to the laws of any jurisdiction other than the laws of the State of Nevada.

Based on and subject to the foregoing, I am of the opinion that the Shares have been duly authorized by the Company and, when the Shares are issued and paid for by the Plan participants as contemplated by the Plan and in accordance with the terms and conditions of the Plan and the applicable award agreements, the Shares will be validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Lenard T. Ormsby

Lenard T. Ormsby, Esq.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan of our reports dated February 25, 2010, with respect to the consolidated financial statements and schedules and the effectiveness of internal control over financial reporting of Employers Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2009, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California
August 5, 2010

Consent of Independent Actuary

Towers Watson Pennsylvania Inc. (as successor to Towers, Perrin, Forster & Crosby, Inc.) consents to the incorporation by reference in the registration statement on Form S-8 of Employers Holdings, Inc. (the "Company") of the (i) references to it (as the "Consulting Actuary") in relation to the actuarial services described, (ii) reference to it under the caption "Experts" and (iii) use of the opinion of Robert F. Conger, a consulting actuary associated with Towers Watson Pennsylvania Inc. (as successor to Towers, Perrin, Forster & Crosby, Inc.), dated October 26, 2006, in each case, in the Registration Statement on Form S-1 (File No. 333-139092) and related Prospectus, filed with the Securities and Exchange Commission, of the Company for the registration of shares of its common stock.

Towers Watson Pennsylvania Inc.

July 30, 2010

/s/ Ann M. Conway
Ann M. Conway
Director, Consulting Services
(617) 638-3774
