

**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 6, 2007**

**EMPLOYERS HOLDINGS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**NEVADA**  
(State or Other Jurisdiction  
of Incorporation)

**001-33245**  
(Commission File Number)

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

**9790 Gateway Drive**  
**Reno, Nevada**  
(Address of Principal Executive Offices)

**89521**  
(Zip Code)

Registrant's telephone number including area code: **(888) 682-6671**

No change since last report

(Former Name or 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:

- 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))

**Item 8.01. Other Events.**

On February 1, 2007, the underwriters of Employers Holdings, Inc.'s initial public offering exercised their right to purchase an additional 4,012,500 shares as allowed in the underwriting agreement. The net proceeds before offering expenses of these additional shares is approximately \$63.8 million, after deducting the underwriting discount. The total net proceeds from the initial public offering of 26,750,000 shares and this additional allotment of 4,012,500 before offering expenses is approximately \$489.0 million, after deducting the underwriting discount.

**Item 9.01. Financial Statements and Exhibits.**

99.1 Employers Holdings, Inc. press release, dated February 1, 2007.

**SIGNATURE**

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.

**EMPLOYERS HOLDINGS, INC**

By: /s/ Lenard T. Ormsby  
Name: Lenard T. Ormsby  
Title: Executive Vice President and, Chief  
Legal Officer and General Counsel

Dated: February 6, 2007

**Exhibit Index**



## **EIG Mutual Holding Company Announces Full Exercise of Over-Allotment Option**

February 1, 2007 – Reno, NV, – EIG Mutual Holding Company (to be renamed Employers Holdings, Inc.) (NYSE: EIG) today announced that the underwriters of its initial public offering have notified it that they have elected to purchase, pursuant to their over-allotment option, an additional 4,012,500 shares of common stock at the initial public offering price of \$17.00 per share. All of the additional shares of common stock are being sold by EIG Mutual Holding Company.

Morgan Stanley & Co. Incorporated is serving as the sole lead bookrunner of the offering, and Cochran Caronia Waller Securities LLC, Fox-Pitt, Kelton Incorporated and Keefe, Bruyette & Woods, Inc. are the co-managers of the offering.

The Company and its subsidiaries specialize in workers' compensation insurance and services. The Company is headquartered in Reno, Nevada.

A registration statement relating to these securities has been filed with, and declared effective by, the Securities and Exchange Commission. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such State.

Copies of the final prospectus relating to this offering may be obtained Morgan Stanley & Co. Incorporated, 180 Varick Street, New York, New York, 10014, Attention: Prospectus Department, or by e-mailing [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com).

This press release contains certain forward-looking statements about the Company's conversion from a mutual insurance holding company to a stock corporation and the concurrent initial public offering of common stock of the Company. Forward-looking statements include statements regarding the market for the stock and anticipated future results and can be identified by the fact that they do not relate strictly to historical or current acts. They often include words like "believe," "expect," "anticipate," "estimate" and "intend" or future or conditional verbs such as "will," "would," "should," "could" or "may." Certain factors that could cause actual results to differ materially from expected results include increased competitive pressures, changes in the interest rate environment, general economic conditions or conditions within the securities markets, and legislative and regulatory changes that could adversely affect the business of the Company and its subsidiaries.

CONTACT: Vicki Erickson, Investor Relations Director, [verickson@eig.com](mailto:verickson@eig.com) Trish White, Corporate Communications Director, [twhite@eig.com](mailto:twhite@eig.com)

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