

Edgar Filing: STATE AUTO FINANCIAL CORP - Form S-8 POS

STATE AUTO FINANCIAL CORP
Form S-8 POS
March 25, 2003

As filed with the Securities and Exchange Commission on March 25, 2003
Registration No. 333-56338

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

STATE AUTO FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

OHIO
(State or other jurisdiction of
incorporation or organization)

31-1324304
(IRS Employer
Identification Number)

518 East Broad Street
Columbus, Ohio 43215-3976
(Address of principal executive offices) (Zip code)

State Auto Property & Casualty Insurance Company
Amended and Restated Incentive Deferred Compensation Plan
(Full title of the plan)

John R. Lowther, Esq.
Senior Vice President, General Counsel and Secretary
State Auto Financial Corporation
518 East Broad Street
Columbus, Ohio 43215-3976
(614) 464-5000
(Name, address and telephone number, including
area code, of agent for service)

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On February 28, 2001, State Auto Financial Corporation, an Ohio corporation (the "Company"), filed a registration statement on Form S-8 (Registration No. 333-56338) (the "Registration Statement") with the Securities and Exchange Commission. The Company filed the Registration Statement to register participation interests in the State Auto Property & Casualty Insurance

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Company Amended and Restated Incentive Deferred Compensation Plan (the "Plan") and 250,000 Common Shares, without par value (the "Shares"), of the Company. The Shares were included in a Company stock fund, which was an investment alternative under the Plan. Under the Plan, participants had the ability to direct the investments of their accounts into several investment funds, including the Company stock fund.

The Company has removed the Company stock fund as an investment fund under the Plan. A total of 73.695 Shares were sold through the Company stock fund, leaving a total of 249,926.305 Shares unsold. The Company hereby requests that all unsold Shares be deregistered.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description of Exhibit	If Incorporated by Reference which Exhibit was Previously
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24	Powers of Attorney for David J. D'Antoni, Urlin G. Harris, Paul W. Huesman, William J. Lhota, George R. Manser and Richard K. Smith	Registration Statement on Form S-8, File No. 333-43880, filed on August 1, 2003, as Exhibit 24 therein).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on March 25, 2003.

STATE AUTO FINANCIAL CORPORATION

Date: March 25, 2003 By /s/ Robert H. Moone

Robert H. Moone, Chairman,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date

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/s/ Robert H. Moone ----- Robert H. Moone	Chairman, President and Chief Executive Officer (principal executive officer)	March 25,
/s/ Steven J. Johnston ----- Steven J. Johnston	Senior Vice President, Treasurer and Chief Financial Officer (principal financial officer and principal accounting officer)	March 25,
/s/ John R. Lowther ----- John R. Lowther	Senior Vice President, Secretary, General Counsel and Director	March 25,
David J. D'Antoni* ----- David J. D'Antoni	Director	March 25,
Urlin G. Harris, Jr.* ----- Urlin G. Harris, Jr.	Director	March 25,
Paul W. Huesman* ----- Paul W. Huesman	Director	March 25,
William J. Lhota* ----- William J. Lhota	Director	March 25,
George R. Manser* ----- George R. Manser	Director	March 25,
----- S. Elaine Roberts	Director	March 25,
Richard K. Smith* ----- Richard K. Smith	Director	March 25,

*Steven J. Johnston, by signing his name hereto, does hereby execute this Registration Statement on behalf of each of the indicated directors of the Registrant pursuant to powers of attorney executed by such directors and filed as an exhibit to this Registration Statement.

By /s/ Steven J. Johnston

March 25, 2003

Steven J. Johnston, Attorney-in-Fact

EXHIBIT INDEX

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Powers of Attorney for David J. D'Antoni,
Urlin G. Harris, Paul W. Huesman, William J.
Lhota, George R. Manser and Richard K. Smith

Registration Statement on Fo
333-43880, filed on August 1
Exhibit 24 therein).