

Employers Holdings, Inc.
Form S-8 POS
March 30, 2007

As filed with the Securities and Exchange Commission on March 30, 2007
Registration No. 333-140395

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

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

NEVADA
(State or Other Jurisdiction of

04-3850065
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

9790 Gateway Drive

Reno, Nevada 89521

(Address, Including Zip Code, of Registrant's Principal Executive Offices)

Employers Holdings, Inc. 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.

9790 Gateway Drive

Reno, Nevada 89521

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(888) 682-6671

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Susan J. Sutherland, Esq.

Robert J. Sullivan, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

(212) 735-3000

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 (3) |
|---|--------------------------------|---|--|--------------------------------------|
| Common Stock, par value \$0.01 per share... | 1,605,838 shares | \$19.647 | \$31,549,899.19 | \$968.58 |

(1) This Registration Statement shall also cover any additional shares of common stock which may become issuable under the Plans 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 March 29, 2007.

(3) \$1,951 of the filing fee was previously paid.

Explanatory Note

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement (this Amendment) under the Securities Act of 1933 (the Securities Act) is an amendment to the Employers Holdings, Inc. (the Company or the Registrant) Form S-8 Registration Statement filed with the Securities and Exchange Commission (the SEC) on February 1, 2007, Registration No. 333-140395. This Amendment will become effective immediately upon filing with the SEC pursuant to Rule 464 of the General Rules and Regulations under the Securities Act. The purpose of this Post-Effective Amendment is to revise the number of shares of the Company's common stock issuable pursuant to the Company's Equity and Incentive Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

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

- (a) the Company's Prospectus filed on January 31, 2007 pursuant to Rule 424(b) under the Securities Act of 1933, as amended;
- (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);
- (c) the Company's Current Report on Form 8-K, filed on February 6, 2007;
- (d) the Company's Current Report on Form 8-K, filed on March 13, 2007; and
- (e) the Company's Current Report on Form 8-K, filed on March 29, 2007.

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 which indicates that all securities offered have been sold or which 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 you should refer to the later statement.

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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 Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Reno, Nevada, on this 30th day of March, 2007.

EMPLOYERS HOLDINGS, INC.

By: /s/ Douglas D. Dirks

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Douglas D. Dirks

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|--------------------|
| * Robert J. Kolesar | Chairman of the Board | March 30, 2007 |
| /s/ Douglas D. Dirks Douglas D. Dirks | President and Chief Executive Officer, Director (Principal Executive Officer) | March 30, 2007 |
| * William E. Yocke | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | March 30, 2007 |
| * Richard W. Blakey | Director | March 30, 2007 |
| * Valerie R. Glenn | Director | March 30, 2007 |
| * Rose E. McKinney-James | Director | March 30, 2007 |
| * Ronald F. Mosher | Director | March 30, 2007 |
| * Katherine W. Ong | Director | March 30, 2007 |
| * Michael D. Rumbolz | Director | March 30, 2007 |
| * John P. Sande III | Director | March 30, 2007 |
| * Martin J. Welch | Director | March 30, 2007 |

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* By: /s/ Lenard T. Ormsby
Lenard T. Ormsby
Attorney-in-fact

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EXHIBIT INDEX

Exhibit No. Description of Exhibit

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| 5.1* | Opinion of Lionel Sawyer & Collins |
| 23.1* | Consent of Lionel Sawyer & Collins (included in the opinion filed as Exhibit 5.1 hereto) |
| 23.2 | Consent of Independent Registered Public Accounting Firm |
| 23.3 | Consent of Towers, Perrin, Forster & Crosby, Inc. |
| 24.1* | Powers of Attorney (reference is made to the signature page hereto) |

* Previously filed.