

Employers Holdings, Inc.
 Form 3
 September 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|-------------------------------------------|---------|--------------------------------------|----------------------------------------------------------------------|------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Festa Stephen V | | (Month/Day/Year) | Employers Holdings, Inc. [EIG] | |
| (Last) | (First) | (Middle) | 08/25/2013 | |
| 10375 PROFESSIONAL CIRCLE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| RENO, NV 89521 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer (give title below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | EVP, Chief Operating Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock, par value \$0.01 | 20,184 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Common Stock, par value | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|-------------------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 05/28/2016 | \$0.01 | 11,144 | \$ 11.84 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 03/30/2017 | \$0.01 | 11,700 | \$ 15.31 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 03/16/2018 | \$0.01 | 9,647 | \$ 19.81 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 03/16/2019 | \$0.01 | 6,500 | \$ 17.02 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 03/19/2020 | \$0.01 | 4,500 | \$ 22.23 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Festa Stephen V 10375 PROFESSIONAL CIRCLE RENO, NV 89521 | Â | Â | Â EVP, Chief Operating Officer | Â |

Signatures

/s/ Stephen V. Festa 08/30/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Includes (i) 975 restricted stock units that vest on March 16, 2014 (subject to the reporting person's continued employment on such date); (ii) 1,725 restricted stock units that vest in two equal annual installments beginning on March 16, 2014 (subject to the reporting person's continued employment on such dates); (iii) 1,575 restricted stock units that vest in three equal annual installments beginning on March 16, 2014 (subject to the reporting person's continued employment on such dates); and (iv) 1,900 restricted stock units that vest in four equal annual installments beginning on March 19, 2014 (subject to the reporting person's continued employment on such dates).
- (2) The option is fully vested and immediately exercisable.

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- (3) The option vests in four equal annual installments beginning on March 30, 2011 (subject to the reporting person's continued employment on such dates).
- (4) The option vests in four equal annual installments beginning on March 16, 2012 (subject to the reporting person's continued employment on such dates).
- (5) The option vests in four equal annual installments beginning on March 16, 2013 (subject to the reporting person's continued employment on such dates).
- (6) The option vests in four equal annual installments beginning on March 19, 2014 (subject to the reporting person's continued employment on such dates).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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