

Employers Holdings, Inc.  
Form S-8  
August 08, 2008

As filed with the Securities and Exchange Commission on August 8, 2008  
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

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

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NEVADA  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

10375 Professional Circle  
Reno, Nevada 89521  
(Address, Including Zip Code, of Registrant's Principal Executive Offices)

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

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Lenard T. Ormsby, Esq.  
Executive Vice President, Chief  
Legal Officer and General Counsel  
Employers Holdings, Inc.  
10375 Professional Circle  
Reno, Nevada 89521  
(888) 682-6671  
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

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

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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

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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 | 2,000,000 shares            | \$17.48                                       | \$34,960,000.00                           | \$1,373.93                 |

(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 7, 2008.

EXPLANATORY NOTE

This Registration Statement has been filed to register 2,000,000 additional shares of common stock, par value \$0.01 per share, 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 Employers Holdings, Inc.'s (the "Company") Registration Statements on Form S-8 covering the Plan prior to its amendment. In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statements on Form S-8 related to the Plan prior to its amendment (File No. 333-140395, filed on February 1, 2007, and File No. 333-142135, filed on April 16, 2007) filed with the Securities and Exchange Commission are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby.

PART II: INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

| Exhibit<br>No. | Description of Exhibit                                                                                                                                                                                                                                                            |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1            | Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan (previously filed as Appendix B to the definitive proxy statement of Employers Holdings, Inc. filed with the Securities and Exchange Commission on April 15, 2008, 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 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)                                                                                                                                                                                                               |

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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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Reno, Nevada, on this 8th day of August, 2008.

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           |
|--------------------------------------------|------------------------------------------------------------------------------------------------------|----------------|
| /s/ Robert J. Kolesar<br>Robert J. Kolesar | Chairman of the Board                                                                                | August 8, 2008 |
| /s/ Douglas D. Dirks<br>Douglas D. Dirks   | President and Chief Executive Officer,<br>Director (Principal Executive Officer)                     | August 8, 2008 |
| /s/ William E. Yocke<br>William E. Yocke   | Executive Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) | August 8, 2008 |
| /s/ Richard W. Blakey<br>Richard W. Blakey | Director                                                                                             | August 8, 2008 |
| /s/ Valerie R. Glenn<br>Valerie R. Glenn   | Director                                                                                             | August 8, 2008 |
| /s/ Rose E. McKinney-James                 | Director                                                                                             | August 8, 2008 |

Rose E. McKinney-James

/s/ Ronald F. Mosher

Ronald F. Mosher

Director

August 8, 2008

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| Signature                                    | Title    | Date           |
|----------------------------------------------|----------|----------------|
| /s/ Katherine W. Ong<br>Katherine W. Ong     | Director | August 8, 2008 |
| /s/ Michael D. Rumbolz<br>Michael D. Rumbolz | Director | August 8, 2008 |
| /s/ John P. Sande III<br>John P. Sande III   | Director | August 8, 2008 |
| /s/ Martin J. Welch<br>Martin J. Welch       | Director | August 8, 2008 |

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EXHIBIT INDEX

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