HANOVER INSURANCE GROUP, INC.
Form 11-K
June 26, 2008
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FORM 11-K

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

(Mark One)

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2007

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the transition period from: __________ to __________

Commission file number: 1-13754

THE HANOVER INSURANCE GROUP RETIREMENT SAVINGS PLAN

(Full title of the plan)

THE HANOVER INSURANCE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	04-3263626
(State or other jurisdiction	(I.R.S.Employer
of incorporation)	Identification No.)

440 Lincoln Street, Worcester, Massachusetts 01653

(Address of principal executive offices)

(Zip Code)

(Registrant s telephone number, including area code) (508) 855-1000

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The Hanover Insurance Group

Retirement Savings Plan

Financial Statements

and Additional Information

December 31, 2007 and 2006

The Hanover Insurance Group Retirement Savings Plan

December 31, 2007 and 2006

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* Other schedules required by the Department of Labor Rules and Regulations on reporting and disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable.

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Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of

The Hanover Insurance Group Retirement Savings Plan:

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of The Hanover Insurance Group Retirement Savings Plan (the Plan) at December 31, 2007 and 2006, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2007 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Boston, Massachusetts

June 26, 2008

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The Hanover Insurance Group Retirement Savings Plan

Statements of Net Assets Available for Benefits

At December 31,

	2007	2006
Assets		
Investments, at fair value:		
Non-affiliated mutual funds:		
Fidelity Equity Income Fund	**$ 64,690,905***	$ 68,773,063*
Spartan U.S. Equity Index Fund Investor Class	**46,892,246***	48,646,083*
Fidelity Retirement Money Market Portfolio	**37,493,072***	31,898,984*
PIMCO Total Return Institutional Class	**37,136,815***	
Fidelity Diversified International Fund	**27,491,326***	21,101,519
Artisan Mid Cap Investor Class	**27,130,485***	21,899,378
Fidelity Low Priced Stock Fund	**25,652,446***	27,735,252*
American Funds Growth Fund of America Class R5	**23,519,680***	
Fidelity Freedom 2020 Fund	**13,546,648**	9,891,090
Fidelity Small Cap Stock Fund	**13,217,759**	12,523,926
Fidelity Freedom 2030 Fund	**7,508,046**	5,072,150
Fidelity Freedom 2010 Fund	**6,711,261**	5,262,881
Fidelity Freedom 2040 Fund	**5,083,818**	3,003,303
Spartan International Index Fund Investor Class	**2,059,145**	
Vanguard Mid Cap Index Fund Signal	**1,510,158**	
Vanguard Total Bond Market Index Fund Signal	**1,023,335**	
Fidelity Freedom 2000 Fund	**969,929**	637,029
Fidelity Freedom Income Fund	**821,640**	837,483
Vanguard Small Cap Index Fund Admiral Shares	**650,428**	
PIMCO Total Return Fund Administrative Class		35,166,939*
American Funds Growth Fund of America Class R4		20,003,564
	343,109,142	312,452,644
Commingled Pool:		
Fidelity Managed Income Portfolio II Class 2	**78,615,177***	84,216,954*
The Hanover Insurance Group Stock Fund:		
The Hanover Insurance Group, Inc. Common Stock	**20,492,957**	24,714,564*
Cash and equivalents	**880,806**	970,364
	21,373,763	25,684,928*
Participant loans	**7,327,225**	6,958,792
Total investments at fair value	**450,425,307**	429,313,318
Employer contribution receivable	**8,663,822**	10,126,190
Net assets available for benefits at fair value	**459,089,129**	439,439,508
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive contracts	**596,032**	1,009,769

Net assets available for benefits	**$ 459,685,161**	$ 440,449,277

* Amount represents 5% percent or more of net assets available for benefits at December 31, 2007, and 2006, respectively.

The accompanying notes are an integral part of these financial statements.

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The Hanover Insurance Group Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31,

	2007	2006
Net investment gains:		
Net (depreciation) appreciation of:		
Non-affiliated mutual funds	$ (352,249)	$ 17,651,856
The Hanover Insurance Group Stock Fund	(1,363,239)	3,829,150
Interest and dividend income	28,317,993	22,438,339
Total net investment gains	26,602,505	43,919,345
Contributions:		
Employer contributions	19,862,450	20,676,050
Employee contributions	22,522,921	23,036,889
Total contributions	42,385,371	43,712,939
Total net investment gains and contributions	68,987,876	87,632,284
Distributions to participants	(49,751,992)	(48,105,014)
Net increase during year	19,235,884	39,527,270
Net assets available for benefits, beginning of year	440,449,277	400,922,007
Net assets available for benefits, end of year	$ 459,685,161	$ 440,449,277

The accompanying notes are an integral part of these financial statements.

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The Hanover Insurance Group Retirement Savings Plan

Notes to Financial Statements

NOTE 1 Description of plan

The following description of The Hanover Insurance Group Retirement Savings Plan (the Plan) is provided for general informational purposes only. More complete information is provided in the Summary Plan Description, which is available from the Plan Administrator.

General

The Plan is a qualified defined contribution plan for eligible employees of First Allmerica Financial Life Insurance Company (FAFLIC , the Sponsor or the Company). FAFLIC is a wholly-owned subsidiary of The Hanover Insurance Group, Inc. (THG).

The Recordkeeper of the Plan is Fidelity Investments Institutional Operations Company, Inc. and the Trustee of the Plan is Fidelity Management Trust Company. In addition, on June 26, 2007, the Plan changed its administrator from the Sponsor to the Benefits Committee (the Plan Administrator). The Plan is subject to the provisions of the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Eligibility

Active employees are eligible for participation in the Plan on the first day of employment with the Company, as defined by the Plan document.

Employer contributions

The Plan has an employer matching provision. Participants are immediately eligible to receive this employer matching contribution upon hire. The Company will match a participant s deferral at a rate of 100% up to the first 5% of eligible compensation in each pay period. The employer s matching contribution is allocated to the same investment vehicles as the employee contributions. This contribution was $11,644,818 in 2007 and $11,176,183 in 2006. In addition, the Board of Directors may require that all matching contributions be made to the THG Stock Fund, however, this restriction was not imposed for 2007 or 2006.

Employer matching contributions were not applied to any Catch-up Contributions made by participants in 2007 or 2006 (see Participant accounts).

The Plan also includes a true-up provision, wherein it will provide for an annual contribution equal to the difference in the total employer matching contributions made and the total employer matching contribution allowed in accordance with the Plan. Through this process, participants receive the maximum annual Company match on their deferral, regardless of adjustments to their deferrals throughout the year.

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The Hanover Insurance Group Retirement Savings Plan

Notes to Financial Statements

NOTE 1 Description of plan (continued)

Participants are only eligible for the true-up provision if they are employed by the Company on the last day of the calendar year, except in the event of retirement or death. For 2007 and 2006, the employer true-up matching contributions were $673,274 and $446,561, respectively. These contributions were funded to the Plan during the first quarter of 2008 and 2007, respectively.

The Plan also includes a non-elective employer contribution whereby the Company will provide an award equal to an amount determined annually by the Board of Directors and based on a percentage of eligible compensation. This award is provided to individuals employed by the Company on the last day of the year, as well as those who retired or died during the year. This award was 3% for the 2007 and 2006 plan years and $7,989,961 and $7,653,629, respectively. These awards were funded to the Plan during the first quarter of 2008 and 2007, respectively. For 2006, a one-time additional contribution of $500 per person was awarded to individuals employed by the Company on the last day of the year and who did not voluntarily terminate before March 1, 2007, except in the event of retirement or death. This employer s non-elective award was $2,026,000 and was funded to the Plan during the first quarter of 2007.

All employer awards are allocated in accordance with investment elections made by the participant and are subject to the vesting provisions provided for in the Plan document (see Distributions and vesting provisions).

Forfeitures

Forfeitures of employer contributions are used to offset the employer contributions and are allocated to the Plan s investment vehicles based upon the investment elections of each eligible participant. Forfeitures of employer contributions related to nonvested terminated participants in the amount of $187,368 and $39,545 were transferred to the Fidelity Retirement Money Market Fund in 2007 and 2006, respectively. In 2007 and 2006, $194 and $59,217, respectively, were used to reduce employer contributions. Unallocated forfeiture balances as of December 31, 2007 and 2006 were $217,167 and $24,388, respectively.

Participant accounts

In accordance with the Internal Revenue Service (IRS) limits, active participants are eligible to make 401(k) deferral contributions through the use of a salary reduction plan up to a maximum of $15,500 for 2007 and $15,000 for 2006.

As a result of the Tax Relief Reconciliation Act of 2001, a Catch-up Contribution provision was established to allow employees, who reach at least 50 years of age during the year, to accelerate the amount they defer, up to a maximum of $20,500 for 2007 and $20,000 for 2006. The amount deferred in excess of the annual limit is not eligible to receive the Company match. In 2007, 203 employees accelerated their deferrals, which amounted to $756,852 in additional contributions. During 2006, 187 employees accelerated their deferrals resulting in additional contributions of $680,621.

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The Hanover Insurance Group Retirement Savings Plan

Notes to Financial Statements

NOTE 1 Description of plan (continued)

As directed by participant election, contributions can be invested in non-affiliated mutual funds, the commingled pool or the THG Stock Fund. All investment income is reinvested in the same investment vehicle as the investment election and is credited to the respective participant account. Certain non-affiliated mutual funds assess fees on participant accounts based upon the value of shares sold should the participant engage in the sale of shares during a pre-determined time period. These fees currently range between 1% and 2% of the value of shares sold.

Participant loans

Loans made to active participants are secured by the vested portion of the participant s account up to the limit as defined in the Plan document. Loans vary in duration, depending upon purpose, and are at an interest rate determined by the Plan Administrator. The interest rate currently used is based upon the Prime Rate plus 1% at the inception of the loan. A participant is limited to a maximum of two loans outstanding at any one time from all plans of the Company combined. Participants are charged a $75 loan initiation fee by the recordkeeper. Interest income on participant loans totaled $555,009 and $460,067 in 2007 and 2006, respectively.

Distributions and vesting provisions

Vested account balances are payable in the event of retirement, death, or separation from service (including disability) as defined in the Plan document. Distributions to participants are payable either through a lump sum payment or through partial payments. If a lump sum distribution is elected, the participant has the option of taking his or her balance in the THG Stock Fund in-kind.

Employees hired before January 1, 2006 are fully vested in all employer contributions, including the deferral match, the true-up matching contribution and the non-elective employer award. Employees hired after this date become 50% vested in all employer contributions after one year of service, and 100% vested at two years of service. The vested balances were $443,694,115 and $422,375,580 at December 31, 2007 and 2006, respectively.

A participant s deferral, rollover, after-tax voluntary contribution and catch-up contribution are immediately vested. In addition, all prior employer profit sharing contributions are fully vested.

Payments from the fund are subject to limitations and requirements specified in the Plan document.

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The Hanover Insurance Group Retirement Savings Plan

Notes to Financial Statements

NOTE 2 Significant accounting policies

Significant accounting and reporting policies followed by the Plan are summarized as follows:

Basis of presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

New accounting pronouncements

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (Statement No. 157). This statement creates a common definition of fair value to be used throughout generally accepted accounting principles. Statement No. 157 will apply whenever another standard requires or permits assets or liabilities to be measured at fair value, with certain exceptions. The standard establishes a hierarchy for determining fair value which emphasizes the use of observable market data whenever available. The statement also requires expanded disclosures which include the extent to which assets and liabilities are measured at fair value, the methods and assumptions used to measure fair value and the effect of fair value measures on earnings. Statement No. 157 was effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The difference between the carrying amounts and fair values of those financial instruments held at the date this statement is initially applied should be recognized as a cumulative effect adjustment to the opening balance of retained earnings for the fiscal year in which this statement is initially applied. Additionally, in February 2008, the FASB issued Staff Position FAS 157-2, Effective Date of FASB Statement No. 157, which delays the effective date of Statement No. 157 for all non-recurring fair value measurements of nonfinancial assets and nonfinancial liabilities until the fiscal year beginning after November 15, 2008. The Plan does not believe that the effect of adopting Statement No. 157 will be material to its financial statements.

Recently adopted accounting pronouncements

As of December 31, 2006, the Plan adopted FASB Staff Position FSP AAG INV-1 and Statement of Position No. 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment*

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The Hanover Insurance Group Retirement Savings Plan

Notes to Financial Statements

NOTE 2 Significant accounting policies (continued)

Company Guide and Defined Contribution Health and Welfare and Pension Plans (the FSP). The FSP requires companies to present, in the Statement of Net Assets Available for Benefits, investments which are fully benefit-responsive contracts, at fair value. Additionally, it further states that contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. Therefore, the FSP further requires an adjustment from fair value to contract value for these fully benefit-responsive investment contracts to be included in the Statement of Net Assets Available for Benefits. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for the fully benefit-responsive investment contracts.

Valuation of investments and income recognition

Investments in non-affiliated mutual funds are priced using the end of day fair market value of the underlying funds as recorded by Fidelity Management Trust Company which are based on the published net asset values of the funds.

Investments in Fidelity Managed Income Portfolio II Class 2, a commingled pool of the Fidelity Group Trust for Employee Benefit Plans, are priced daily. This pool primarily invests in short or long-term contracts issued by insurance companies (GICs), investment contracts issued by commercial banks (BICs), synthetic investment contracts, fixed income securities, and money market mutual funds. The portfolio seeks to maintain a stable $1 unit price. Investments in GICs, BICs and synthetic investment contracts are carried at fair value in accordance with the aforementioned FSP. Additionally, an adjustment to contract value is presented in accordance with the FSP as this investment is fully benefit-responsive. Fixed income securities for which quotations are readily available are valued at their most recent bid price. For those securities for which quotations are not readily available, the security is valued based upon a method that the Trustee of the portfolio deems to be reflective of fair value. Investments in money market funds are valued at the net asset value each day.

The THG Stock Fund is stated at fair value as determined by quoted market prices of both THG common stock and cash equivalents held in the Fund.

Participant loans are valued at their outstanding values, which approximate fair value.

Purchases and sales of securities are accounted for as of the trade date. Dividends are recorded on the ex-dividend date and interest income is recorded on an accrual basis.

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The Hanover Insurance Group Retirement Savings Plan

Notes to Financial Statements

NOTE 2 Significant accounting policies (continued)

Net appreciation (depreciation) on the fair value of investments includes realized gains (losses) and unrealized appreciation (depreciation) of the investments.

Administrative expenses and other fees

Expenses related to the management of investments are reflected in the value of each investment vehicle in 2007 and 2006. All other fees incurred in 2007 and 2006 in the administration of the Plan were paid by the Sponsor.

Payment of benefits

Benefits are recorded when paid.

NOTE 3 Related party transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company, the trustee, as defined by the Plan (see Note 1 Description of plan) and, therefore, transactions with these investments, such as purchases and sales, qualify as party-in-interest transactions. In addition, participant loans also qualify as party-in-interest transactions.

The Plan invests in The Hanover Insurance Group Stock Fund which holds THG stock. This is the common stock of the Sponsor s parent company, therefore, purchases and sales of THG stock are party-in-interest transactions. Interest and dividend income in 2007 and 2006 includes $179,117 and $152,546, respectively, of dividends related to the common stock of The Hanover Insurance Group, Inc.

NOTE 4 Federal income taxes

The Internal Revenue Service has determined and informed the Sponsor by a letter dated February 21, 2002, that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the Internal Revenue Code. The Plan Administrator believes that the Plan continues to be designed and is currently being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, no provision for income tax is required.

NOTE 5 Plan termination

Although the Sponsor has not expressed any intent to terminate the Plan or discontinue contributions, it may do so at any time. Should the Plan terminate or discontinue contributions, the Plan provides that each participant s interest in the Plan s assets as of the termination date shall become 100% vested and non-forfeitable and be either payable to the participant or applied to purchase a non-forfeitable retirement annuity at the participant s option.

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The Hanover Insurance Group Retirement Savings Plan

Notes to Financial Statements

NOTE 6 Subsequent events

Effective January 1, 2008, The Hanover Insurance Company (Hanover Insurance), a subsidiary of THG and affiliate of FAFLIC, became the common employer for all employees of THG and its subsidiaries. As such, sponsorship of all employee benefit and pension plans was transferred from FAFLIC to Hanover Insurance. Accordingly, all employer related contributions after January 1, 2008 will be the responsibility of Hanover Insurance.

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The Hanover Insurance Group Retirement Savings Plan

Form 5500, Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

At December 31, 2007

Identity of Issue	Description of Investments	Shares or Units	Current Value
Investments with non-affiliated mutual funds:			
* Fidelity Equity Income Fund	Diversified portfolio of large-cap value companies.	1,172,787	$ 64,690,905
* Spartan U.S. Equity Index Fund Investor Class	Common stocks primarily those included in the S&P Composite Stock Index.	903,511	46,892,246
* Fidelity Retirement Money Market Portfolio	Invests in U.S. dollar-denominated money market securities as well as repurchase agreements of domestic and foreign issuers.	37,493,072	37,493,072
PIMCO Total Return Institutional Class	Invests in all types of bonds, including US government, corporate, mortgage and foreign.	3,473,977	37,136,815
* Fidelity Diversified International Fund	Large-cap growth fund invested primarily in non-U.S. dollar- denominated common stocks.	689,006	27,491,326
Artisan Mid Cap Fund Investor Class	Long-term capital growth fund of mid-size companies.	876,874	27,130,485
* Fidelity Low Priced Stock Fund	Mid-cap blend fund seeking capital appreciation.	623,692	25,652,446
American Funds Growth Fund Of America Class R5	Large-cap growth fund invested primarily in common stocks.	691,755	23,519,680
* Fidelity Freedom 2020 Fund	Underlying securities or other Fidelity mutual funds. Designed for investors who expect to retire around the year 2020.	856,840	13,546,648
* Fidelity Small Cap Stock Fund	Small-cap fund focused on long-term growth of capital by investing in both growth	758,334	13,217,759

	and value oriented securities.		
* Fidelity Freedom 2030 Fund	Underlying securities are other Fidelity mutual funds. Designed for investors who expect to retire around the year 2030.	454,482	7,508,046
* Fidelity Freedom 2010 Fund	Invests in a combination of Fidelity equity, fixed-income, and money market funds. Targeted to investors expected to retire around the year 2010.	452,852	6,711,261

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The Hanover Insurance Group Retirement Savings Plan

Form 5500, Schedule H, Line 4i (continued)

Schedule of Assets (Held at End of Year)

At December 31, 2007

Identity of Issue	Description of Investments	Shares or Units	Current Value
* Fidelity Freedom 2040 Fund	Large-cap blend fund that invests in a combination of Fidelity equity, fixed income, and money market funds. Targeted to investors expected to retire around the year 2040.	522,489	5,083,818
* Spartan International Index Fund Investor Class	Foreign large-cap blend fund invested primarily in common stocks of developed stock markets outside the US and Canada.	43,534	2,059,145
Vanguard Mid Cap Index Fund Signal	Primarily Invests its assets in all of the stocks in the MSCI US Mid Cap 450 Index.	50,916	1,510,158
Vanguard Total Bond Market Index Fund Signal	An intermediate-term bond fund seeking a high level of investment income that tracks performance of the Lehman Brothers Aggregate Bond Index .	100,722	1,023,335
* Fidelity Freedom 2000 Fund	Conservative allocation fund invested in Fidelity equity, fixed-income, and money market funds. Targeted to investors already in retirement.	78,410	969,929
* Fidelity Freedom Income Fund	Invests in a combination of Fidelity equity, fixed-income and money market funds. Designed for investors already in retirement.	71,759	821,640
Vanguard Small - Cap Index Fund Admiral Shares	A small-cap blend fund that invests in a sample of the stocks in the MSCI US Small Cap 1750 Index.	22,138	650,428

Commingled Pool:			
* Fidelity Managed Income Portfolio II Class 2 **	Stable value fund invested in investment contracts issued by insurance companies and other financial institutions, and in fixed income securities and money markets.	79,211,209	79,211,209
* The Hanover Insurance Group Stock Fund	The Hanover Insurance Group, Inc. Common Stock, traded on the New York Stock Exchange.		20,492,957
	Cash and equivalents		880,806
* Participant loans	Interest rates from 4.75% to 10.0%.		7,327,225
Total investments			451,021,339

* Represents party-in-interest.
** At contract value.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE HANOVER INSURANCE GROUP
RETIREMENT SAVINGS PLAN
(Name of Plan)

/s/ Peter Dupell
Plan Administrator: Benefits Committee by

Peter Dupell

June 26, 2008

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Exhibit Index

Exhibit 23.1	Consent of Independent Registered Public Accounting Firm.

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