

State Auto Financial CORP  
Form S-8 POS  
June 03, 2011

As filed with the Securities and Exchange Commission on June 3, 2011

Registration No. 333-56336

**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)

<b>OHIO</b> (State or other jurisdiction of incorporation or organization)	<b>31-1324304</b> (I.R.S. Employer Identification No.)
<b>518 East Broad Street, Columbus, Ohio</b> (Address of principal executive offices)	<b>43215-3976</b> (Zip Code)

**State Auto Insurance Companies Capital Accumulation Plan**  
**(nka State Auto Insurance Companies Retirement Savings Plan)**

(Full title of the plan)

**James A. Yano, Esq.**

**Vice President, Secretary and General Counsel**

**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

*with copies to*

**Joseph P. Boeckman, Esq.**

**Baker & Hostetler LLP**

**65 East State Street, Suite 2100**

**Columbus, Ohio 43215-4260**

**(614) 228-1541**



**EXPLANATORY NOTE**

On February 28, 2001, State Auto Financial Corporation (the Company ) filed a registration statement on Form S-8, Registration Number 333-56336 (the Form S-8 ), with the Securities and Exchange Commission to register participation interests in the State Auto Insurance Companies Capital Accumulation Plan (the Plan ) and common shares, without par value, of the Company.

Effective January 1, 2010, the Plan was renamed the State Auto Insurance Companies Retirement Savings Plan.

On December 15, 2010, the renamed Plan was amended and restated in its entirety, effective as of January 1, 2002. A copy of the amended and restated Plan is being filed as an exhibit to this Post-Effective Amendment No. 1 to the Form S-8.

**ITEM 8. EXHIBITS.**

The following is a list of all exhibits filed as a part of this Registration Statement, including those incorporated by reference:

Exhibit No.	Description of Exhibit	If Incorporated by Reference, Document with which Exhibit was Previously Filed with SEC
4(g)	State Auto Insurance Companies Retirement Savings Plan, as amended and restated effective as of January 1, 2002 (executed on December 15, 2010).	Included herein.
24(a)	Powers of Attorney for Robert E. Baker, David J. D. Antoni, Thomas E. Marker, David R. Meuse, S. Elaine Roberts, Alexander B. Trevor and Paul S. Williams.	Incorporated herein by reference to Exhibit 24(a) of the Registrant's Registration Statement on Form S-8 (File No. 333-165364), filed on March 9, 2010.
24(b)	Power of Attorney for Eileen A. Mallesch	Incorporated herein by reference to Exhibit 24(b) of the Registrant's Registration Statement on Form S-8 (File No. 333-170564), filed on November 12, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on June 3, 2011.

STATE AUTO FINANCIAL CORPORATION

By /s/ ROBERT P. RESTREPO, JR.  
**Robert P. Restrepo, Jr.,**

**Chairman, President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities indicated on June 3, 2011.

Signature	Title
/s/ ROBERT P. RESTREPO, JR. <b>Robert P. Restrepo, Jr.</b>	Chairman, President and Chief Executive Officer (principal executive officer)
/s/ STEVEN E. ENGLISH <b>Steven E. English</b>	Vice President and Chief Financial Officer (principal financial officer)
/s/ CYNTHIA A. POWELL <b>Cynthia A. Powell</b>	Vice President, Treasurer and Chief Accounting Officer (principal accounting officer)
ROBERT E. BAKER* <b>Robert E. Baker</b>	Director
DAVID J. D ANTONI* <b>David J. D Antoni</b>	Director
EILEEN A. MALLESCH* <b>Eileen A. Mallesch</b>	Director
THOMAS E. MARKERT* <b>Thomas E. Markert</b>	Director
DAVID R. MEUSE* <b>David R. Meuse</b>	Director
S. ELAINE ROBERTS* <b>S. Elaine Roberts</b>	Director

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ALEXANDER B. TREVOR\* Director

**Alexander B. Trevor**

PAUL S. WILLIAMS\* Director

**Paul S. Williams**

\* The undersigned, Steven E. English, by signing his name hereto, does hereby execute this Post-Effective Amendment No. 1 to Form S-8 Registration Statement on June 3, 2011, on behalf of each of the above-named persons pursuant to powers of attorney duly executed by such persons and filed as exhibits to this Form S-8.

/s/ STEVEN E. ENGLISH  
**Steven E. English**

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