

PROGRESSIVE CORP/OH/  
Form 8-K  
March 27, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) March 27, 2013 (March 25, 2013)

**THE PROGRESSIVE CORPORATION**

(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction  
of incorporation)

1-9518  
(Commission  
File Number)

34-0963169  
(IRS Employer  
Identification No.)

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**6300 Wilson Mills Road, Mayfield Village, Ohio 44143**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code 440-461-5000**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On March 25, 2013, The Progressive Corporation (the Company) entered into an unsecured, discretionary line of credit (the Line of Credit) with PNC Bank, National Association (PNC) in the principal amount of \$100 million. Our prior credit arrangement with PNC (which had been amended most recently at the end of 2011, as reported on a Form 8-K dated January 4, 2012) expired on December 31, 2012.

Subject to the terms and conditions of the loan documents, advances under the Line of Credit (if any) will bear interest at a variable rate equal to the higher of PNC's Prime Rate and the sum of the Federal Funds Open Rate plus 50 basis points. Each advance must be repaid on 30th day after the date of the advance or, if earlier, March 25, 2014, the expiration date of the Line of Credit. Prepayments are permitted without penalty. All advances under the line of Credit are subject to PNC's discretion. Copies of the Confirmation Letter Discretionary Line of Credit and the Discretionary Line of Credit Note are attached hereto as Exhibits 4.1 and 4.2, respectively.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 27, 2013

THE PROGRESSIVE CORPORATION

By: /s/ Jeffrey W. Basch

Name: Jeffrey W. Basch

Title: Vice President and Chief Accounting Officer

EXHIBIT INDEX

Exhibit No. Under Reg. S-K Item 601	Form 8-K Exhibit No.	Description
4	4.1	Confirmation Letter Discretionary Line of Credit dated March 25, 2013
4	4.2	Discretionary Line of Credit Note dated March 25, 2013