

COMMERCE GROUP INC /MA

Form 8-K

May 22, 2008

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)

**May 22, 2008**

**THE COMMERCE GROUP, INC.**

(Exact name of registrant as specified in its charter)

|  |                          |                                   |
|--|--------------------------|-----------------------------------|
| <b><u>Massachusetts</u></b>                    | <b><u>001-13672</u></b>  | <b><u>04-2599931</u></b>          |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**211 Main Street, Webster, Massachusetts 01570**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(508) 943-9000**

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))



**The Commerce Group, Inc.**  
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## **Section 8. Other Events**

### **Item 8.01 Other Events.**

On May 22, 2008, The Massachusetts Division of Insurance issued a Decision and Order approving the application by Mapfre, S.A. ("Mapfre") and its Ultimate Controlling Person, Fundacion Mapfre, to acquire control of The Commerce Insurance Company and Citation Insurance Company, Massachusetts domestic insurance companies and wholly owned indirect subsidiaries of The Commerce Group, Inc. ("Commerce Group") (NYSE:CGI).

A copy of the Division's Decision and Order can be found on the Division's Web site. A direct link to a copy of the Decision and Order is [http://www.mass.gov/Eoca/docs/doi/Legal\\_Hearings/F2008-01.pdf](http://www.mass.gov/Eoca/docs/doi/Legal_Hearings/F2008-01.pdf). This information, including the Web site link, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section.

The Mapfre acquisition is subject to approval by the regulators in the states of New York, Ohio and California, where Commerce Group's three other insurance companies are domiciled. The acquisition is scheduled to close within five business days following receipt of all such state approvals.

We continue to expect the acquisition to close during the second quarter of 2008.

### **Forward-Looking Statements**

It should be noted that this release might contain certain statements that may be considered forward-looking statements. The Commerce Group, Inc. refers you to its Form 8-K filed March 19, 2008 and its 2007 Form 10-K filed February 29, 2008 for a description of the Company's business environment and important other factors that may affect its business, including its language regarding forward-looking statements.

## **SIGNATURE**

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.

**THE COMMERCE GROUP, INC.**  
**May 22, 2008**

/s/ Randall V. Becker  
Randall V. Becker  
Senior Vice President and Chief Financial Officer