HANOVER INSURANCE GROUP, INC.

Form 4 June 12, 2013

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and A Stuchbery F	Address of Reporting F Robert A	Syn HA	mbol	ER INS	Ticker or T	Trading E GROUP,	5. Relationship of Issuer (Checi	Reporting Pers	
(Last) 440 LINCO	(First) (M	(M		Earliest Tray/Year)	ransaction		Director X Officer (give below) Presiden	title 10% below) t & CEO, Chau	r (specify
	(Street)			ndment, Da th/Day/Year	nte Original		6. Individual or Jo Applicable Line) _X_ Form filed by C		rson
WORCEST (City)	(State) (State)	(Zip)	Table	- I - Non-I	erivative S	Securities Acc	Person  Juired, Disposed of	·	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if	3.	4. Securit	es Acquired sposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	sposed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	<u>5)</u>	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	09/13/2012		M(1)	25,000	Α	\$	55,479	D	
Stock	09/13/2012		IVI <u>(-)</u>	23,000	A	35.65	33,479	D	
						Φ			
Common			~		_	\$			
Stock	09/13/2012		S	7,698	D	59.79	47,781	D	
Stock						(2)			
Common									
Common	09/13/2012		S	11,444	D	\$ 61	36,337	D	
Stock									
									Held in
Common							1,990.277	I	401(k)
Stock							1,770.277	1	` ′
									plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercis	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	<b>Expiration Dat</b>	e	Underlying S	Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 35.65	09/13/2012		M	25,000	01/01/2007	02/05/2014	Common Stock	25,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Adams Katherine L. 101 COLUMBIA ROAD MORRISTOWN, NJ 07960

SVP and General Counsel

# **Signatures**

Jacqueline Katzel for Katherine L.
Adams
09/14/2012

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This represents an exercise of 25,000 options pursuant to a Rule 10b5-1 Plan. These options have been held for over 8.5 years and are being exercised within 1.5 years of their expiration date. Following the exercise, the Reporting Person remains in compliance with the ownership thresholds under the Stock Ownership Guidelines of the Company and is required under the Guidelines to hold the net gain shares (net of shares sold to cover the exercise price and taxes) for at least one year.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.60 to \$59.97, inclusive. The Reporting Person undertakes to provide to Honeywell International Inc., any security holder of Honeywell International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2.

Reporting Owners 2

Note: File three copies of this Form, one of which must be manually signed. If space is insu Potential persons who are to respond to the collection of information contained in this form	afficient, see Instruction 6 for procedure. are not required to respond unless the form displays
a currently valid OMB number. 10pt; font-family:Times New Roman">(a) "	(b) x
3.	
SEC Use Only	
4.	
Citizenship or Place of Organization	
Delaware	
Number of	
Shares	
Beneficially	
owned by	
Each	
Reporting	
Person	
With:	
5.	
Sole Voting Power	
0	
6.	
Shared Voting Power	

Explanation of Responses:

1,047,659

IA, OO

12.

Page 3 of 10 pages

Type of Reporting Person (See Instructions)

1.	Names	of Re	porting	Persons.
----	-------	-------	---------	----------

## Osmium Capital, LP

- I.R.S. Identification Nos. of above persons (entities only).
- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a) " (b) x
- 3. SEC Use Only
- 4. Citizenship or Place of Organization

#### **Delaware**

5. Sole Voting Power

Number of

Shares

0

6. Shared Voting Power

Beneficially

owned by

464,936

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

## 464,936

9. Aggregate Amount Beneficially Owned by Each Reporting Person

## 464,936

11. Percent of Class Represented by Amount in Row (9)

6.0%

12. Type of Reporting Person (See Instructions)

PN

Page 4 of 10 pages

1. Names of Reporting Persons.

## Osmium Capital II, LP

- I.R.S. Identification Nos. of above persons (entities only).
- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a) " (b) x
- 3. SEC Use Only
- 4. Citizenship or Place of Organization

#### **Delaware**

5. Sole Voting Power

Number of

Shares

0

6. Shared Voting Power

Beneficially

owned by

462,423

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

## 462,423

9. Aggregate Amount Beneficially Owned by Each Reporting Person

## 462,423

11. Percent of Class Represented by Amount in Row (9)

6.0%

12. Type of Reporting Person (See Instructions)

PN

Page 5 of 10 pages

1.	Names	of Reportir	ng Persons.
	- 10011100	01 110 0 01 011	

## Osmium Spartan, LP

- I.R.S. Identification Nos. of above persons (entities only).
- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a) " (b) x
- 3. SEC Use Only
- 4. Citizenship or Place of Organization

#### **Delaware**

5. Sole Voting Power

Number of

Shares

0

6. Shared Voting Power

Beneficially

owned by

120,300

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

## 120,300

9. Aggregate Amount Beneficially Owned by Each Reporting Person

## 120,300

11. Percent of Class Represented by Amount in Row (9)

1.6%

12. Type of Reporting Person (See Instructions)

PN

Page 6 of 10 pages

1.	Names	of Reporting	Persons.
----	-------	--------------	----------

## Osmium Diamond, LP

- I.R.S. Identification Nos. of above persons (entities only).
- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a) " (b) x
- 3. SEC Use Only
- 4. Citizenship or Place of Organization

#### **Delaware**

5. Sole Voting Power

Number of

Shares

0

6. Shared Voting Power

Beneficially

owned by

0

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

O

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

PN

Page 7 of 10 pages

#### **EXPLANATORY NOTE**

As of March 12, 2014, the Reporting Persons have determined that they are eligible to re-file on Schedule 13G instead of Schedule 13D and they have elected to do so.

#### Item 1.

- (a) The name of the issuer is Internet Patents Corporation (the Issuer ).
- (b) The principal executive office of the Issuer is located at 101 Parkshore Drive, Suite 100, Folsom, CA 95630. **Item 2.**
- (a) This statement (this Statement ) is being filed by John H. Lewis, the controlling member of Osmium Partners, LLC, a Delaware limited liability company (Osmium Partners), which serves as the general partner of Osmium Capital, LP, a Delaware limited partnership (the Fund), Osmium Capital II, LP, a Delaware limited partnership (Fund II), and Osmium Diamond, LP, a Delaware limited partnership (Fund IV) (all of the foregoing, collectively, the Filers). The Fund, Fund II, Fund III and Fund IV are private investment vehicles formed for the purpose of investing and trading in a wide variety of securities and financial instruments. The Fund, Fund II, Fund III and Fund IV directly own the common shares reported in this Statement (other than the 65,410 shares owned directly by Mr. Lewis). Mr. Lewis and Osmium Partners may be deemed to share with the Fund, Fund II, Fund III and Fund IV (and not with any third party) voting and dispositive power with respect to such shares. Each Filer disclaims beneficial ownership with respect to any shares other than the shares owned directly by such Filer.
- (b) The Principal Business Office of the Filers is 300 Drakes Landing Road, Suite 172, Greenbrae, CA 94904.
- (c) For citizenship information see Item 4 of the cover sheet of each Filer.
- (d) This Statement relates to the Common Stock of the Issuer.
- (e) The CUSIP Number of the Common Stock of the Issuer is 46063G101. **Item 3.**

Not applicable.

#### Item 4. Ownership.

See Items 5-9 and 11 on the cover page for each Filer, and Item 2. The percentage ownership of each Filer is based on 7,751,952 shares of Common Stock outstanding as of February 14, 2014, as reported on the Issuer s Annual Report on Form 10-K for the fiscal year ended December 31, 2013 as filed with the SEC on February 26, 2014.

Page 8 of 10 pages

## Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

**Item 9. Notice of Dissolution of Group** 

Not applicable.

Item 10. Certification

- (a) Not applicable.
- (b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 9 of 10 pages

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 12, 2014

John H. Lewis

**Osmium Partners, LLC** 

**Osmium Capital, LP** 

Osmium Capital II, LP

Osmium Spartan, LP

Osmium Diamond, LP

By: /s/ John H. Lewis John H. Lewis, for himself and as

Managing Member of Osmium

Partners, LLC, for itself and as

General Partner of Osmium

Capital, LP, Osmium Capital II,

LP, Osmium Spartan, LP and Osmium Diamond, LP

Page 10 of 10 pages

#### **EXHIBIT INDEX**

## **Exhibit**

No. Document

1. Joint Filing Agreement

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock, par value \$0.001 per share, of Internet Patents Corporation, and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filing. In evidence thereof, the undersigned hereby execute this Agreement.

Dated: March 12, 2014

John H. Lewis Osmium Partners, LLC Osmium Capital, LP Osmium Capital II, LP Osmium Spartan, LP Osmium Diamond, LP

By: /s/ John H. Lewis John H. Lewis, for himself and as

Managing Member of Osmium Partners,

LLC, for itself and as General Partner of

Osmium Capital, LP, Osmium Capital II, LP,

Osmium Spartan, LP and Osmium Diamond, LP