



CD0280781

FORM **BCA 8.12**
FEMALE AND MINORITY
DIRECTORS REPORT
Business Corporation Act

PAID
AUG 13 2020
DEPARTMENT OF
BUSINESS SERVICES

FILED
AUG 12 2020
JESSE WHITE
SECRETARY OF STATE

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-7808
www.cyberdriveillinois.com

Payment must be made by check or money order payable to Secretary of State.

FILING FEE: \$25.00 File prior to: _____ Year: 2020 File #: 2111-7871 Approved: SL

Corporate Name: **HORACE MANN EDUCATORS CORPORATION**
Registered Agent: **DONALD M CARLEY**
Registered Office: **1 HORACE MANN PLAZA**
City, IL, ZIP: **SPRINGFIELD, IL 62715-0001** County: **SANGAMON**

A COPY OF THE CORPORATION'S MOST RECENT SEC 10-K MUST ACCOMPANY THIS REPORT.

- 1. Is the corporation a publicly held corporation with its principal executive office located in Illinois? YES NO
- 1a. Principal address of executive office in Illinois:
1 HORACE MANN PLAZA, SPRINGFIELD, IL 62715-0001
- 2. Set forth data on specific qualifications, skills and experience that the corporation considers for its board of directors, nominees for the board of directors, and executive officers. (If additional space is required, please attach an additional page(s) as needed.)
See attached.
- 3. Set forth the self-identified gender of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.)
See attached.
- 4. Set forth the race or ethnicity of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.)
See attached.
- 5. Set forth a description of the corporation's process for identifying and evaluating nominees for the board of directors, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.)
See attached.
- 6. Set forth a description of the corporation's process for identifying and appointing executive officers, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.)
See attached.
- 7. Set forth a description of the corporation's policies and practices for promoting diversity, equity and inclusion among the board of directors and executive officers. (If additional space is required, please attach an additional page(s) as needed.)
See attached.

Under the penalty of perjury and as an authorized officer, I declare that this report, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

Item 8 must be signed.

⇒ 8. By  VP & Tax Director 7/30/20
Any Authorized Officer's Signature Title Date

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2019

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 1-10890

HORACE MANN EDUCATORS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

37-0911756
(I.R.S. Employer Identification No.)

1 Horace Mann Plaza, Springfield, Illinois 62715-0001
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: 217-789-2500

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	HMN	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant based on the closing price of the registrant's Common Stock on the New York Stock Exchange and the shares outstanding on June 30, 2019, was \$1.619.7 million.

As of February 15, 2020, the registrant had 41,266,751 shares of Common Stock, par value \$0.001 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the registrant's Proxy Statement for the 2020 Annual Meeting of Shareholders are incorporated by reference into Part III Items 10, 11, 12, 13 and 14 of this Form 10-K as specified in those Items and will be filed with the Securities and Exchange Commission within 120 days after December 31, 2019.

2020 Proxy Statement | Proposals and Company Information

Proposal No. 1 - Election of Nine Directors

The Bylaws of the Company provide for the Company to have not less than five or more than 15 Directors. The following ten persons currently are serving as Directors of the Company ("Directors"): Mark S. Casady, Daniel A. Domenech, Stephen J. Hasenmiller, Perry G. Hines, Mark E. Konen, Beverley J. McClure, H. Wade Reece, Robert Stricker, Steven O. Swyers and Marita Zuraitis. The terms of these Directors expire at the Annual Meeting. Mr. Hasenmiller, who has served on the Board for 15 years, is not standing for election. We thank Mr. Hasenmiller for his exemplary service.

Board Qualifications

The Board of Directors believes it is necessary for each of the Directors to possess a variety of qualities and skills. The Nominating & Governance Committee conducts all necessary and appropriate inquiries into the background and qualifications of Board candidates, including the determination of their independence. In addition, the Nominating & Governance Committee has identified areas of expertise that it believes support the Company's business strategy in the short- and long-term, enable the Board to exercise its oversight function and contribute to a well-rounded Board.

The matrix below highlights certain key qualifications and experience of the Board Nominees.

	Financial Services	Insurance	Technology & Innovation	Senior Leadership Experience	Education or Niche Market Background	Finance & Accounting	Brand & Marketing	Investments	Agency Management	Customer Experience
Mark S. Casady	X		X	X		X		X	X	X
Daniel A. Domenech				X	X					X
Perry G. Hines	X	X		X			X	X		X
Mark E. Konen	X	X	X	X		X		X		X
Beverley J. McClure	X	X		X	X	X	X	X		X
H. Wade Reece	X	X		X					X	X
Robert Stricker	X	X				X		X		
Steven O. Swyers	X			X	X	X				
Marita Zuraitis	X	X	X	X	X	X	X		X	X

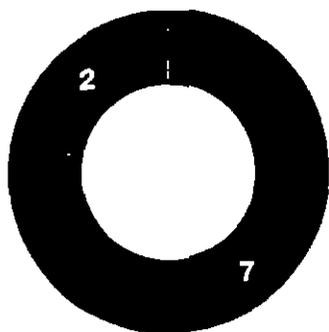
Board Diversity, Age and Tenure

The Nominating & Governance Committee believes that it is important that the Board be comprised of individuals with expertise in fields relevant to the Company's business, experience from different professions, a diversity of age, ethnicity and gender, and a range of tenures.

The Nominating & Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment includes consideration of experience, perspective, background, skill sets, age, ethnicity, and gender makeup of the current Board as well as the candidate's individual qualities in leadership, character judgment and ethical standards. It also assesses the effectiveness of our interest in diverse candidates.

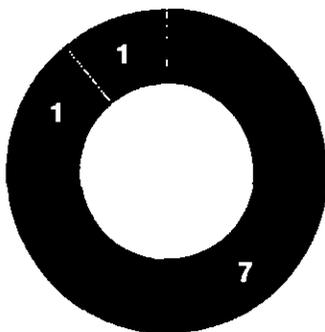
The Nominating & Governance Committee believes our Board Nominees (as identified below) represent a diverse base of perspectives and reflect the diversity of the Company's employees, customers and Shareholders, as well as an appropriate level of age and tenure, as further illustrated below.

Gender Diversity



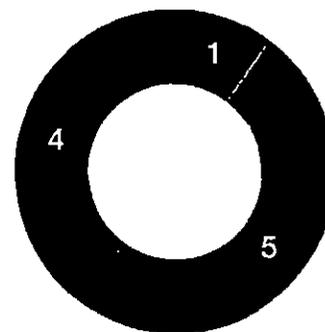
- Male
- Female

Racial/Ethnic Diversity



- Caucasian/White
- Hispanic/Latino
- African American/Black

Tenure



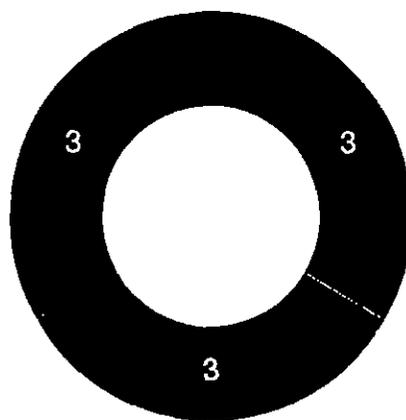
- 10+ years
- 5-10 years
- <5 years

Board Refreshment

The Board and Nominating & Governance Committee regularly consider the long-term makeup of the Board and how the members of the Board change over time. The Board and Nominating & Governance Committee understand the importance of Board refreshment and strive to balance the knowledge that comes from longer-term service on the Board with the new experience, ideas and energy that can come from adding directors to the Board. Directors who are 75 years of age or older may not stand for election in the absence of a specific finding by the Board that there are special circumstances to justify an exception, which supports Board refreshment.

As Horace Mann continues to focus on profitable growth across all lines of business, the integration of recent acquisitions of BCG and NTA, and the ongoing transformation of its technology and operations, we continue to consider Board refreshment opportunities.

Age



- <60
- 60-67
- 68-75

Board Nominees

Upon the recommendation of the Nominating & Governance Committee, the Board nominated Mr. Casady, Dr. Domenech, Mr. Hines, Mr. Konen, Ms. McClure, Mr. Reece, Mr. Stricker, Mr. Swyers and Ms. Zuraitis (the "Board Nominees") to hold office as Directors. The proxies solicited by and on behalf of the Board will be voted "FOR" the election of the Board Nominees unless you specify otherwise. The Company has no reason to believe that any of the foregoing Board Nominees is not available to serve or will not serve if elected, although in the unexpected event that any such Board Nominee should become unavailable to serve as a Director, full discretion is reserved to the persons named as proxies to vote for such other persons as may be nominated, or the Board may reduce the size of the Board. Each Director will serve until the next Annual Meeting of Shareholders and until his or her respective successor is duly elected and qualified.

The Nominating & Governance Committee develops and recommends to the Board corporate governance principles applicable to the Company, oversees the Board succession planning process, and recommends Director candidates to the Board. The Nominating & Governance Committee will consider Director candidates recommended by Shareholders. Candidates may be submitted in writing to the Corporate Secretary, Horace Mann Educators Corporation, 1 Horace Mann Plaza, Springfield, Illinois 62715-0001. There are no differences between the evaluation of candidates recommended by Shareholders and the evaluation of candidates recommended by members of the Nominating & Governance Committee.

The Committee does not have any specific, minimum qualifications that nominees must meet, but evaluates possible nominees to the Board on the basis of the factors it deems relevant, including the following:

- high standards of personal character, conduct and integrity;
- an understanding of the interests of the Company's Shareholders, clients, employees, agents, suppliers, communities and the general public;
- the intention and ability to act in the interest of all Shareholders;
- a position of leadership and substantial accomplishment in his or her field of endeavor, which may include business, government or academia;
- the ability to understand and exercise sound judgment on issues related to the goals of the Company;
- a willingness and ability to devote the time and effort required to serve effectively on the Board, including preparation for and attendance at Board and committee meetings;
- the absence of interests or affiliations that could give rise to a biased approach to directorship responsibilities and/or a conflict of interest, and the absence of any significant business relationship with the Company except for the employment relationship of an employee Director; and
- the needs of the Board, including skills, experience, diversity and age.