



Section 5 – Corporate Governance and Management

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective January 29, 2015, the Board of Directors of Selective Insurance Group, Inc. (the “Company”) approved certain primarily administrative amendments to the Company’s By-Laws Effective December 3, 2010 (the “Original By-Laws”). The Original By-Laws, as amended (the “Amended By-Laws”), clarifies certain respective duties of the Chairman of the Board of Directors, the Lead Independent Director, the Chief Executive Officer, the President, the Chief Financial Officer, Treasurer, and any Vice President. In addition, the Amended By-Laws clarifies the quorum provisions for stockholder meetings, and that each stockholder shall have one vote for each share held by him or her, except as set forth in the Company’s Amended and Restated Certificate of Incorporation (the “Charter”). The Amended By-Laws also mandate that the Board annually elect from its members an independent Salary and Employee Benefits Committee and an independent Corporate Governance and Nominating Committee and sets forth certain governance provisions for each such committee. Certain exculpation provisions of directors and officers were removed from the Amended By-Laws, as such provisions are contained in the Charter and not required to be included in the Amended By-Laws.

The above description of the amendments is not complete and is qualified by reference to the Amended By-Laws, a marked copy of which is filed as Exhibit 3.2 to this report and is incorporated herein by reference.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.2 By-Laws of Selective Insurance Group, Inc., effective January 29, 2015, marked to show revisions.

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.

SELECTIVE INSURANCE GROUP, INC.

Date: January 30, 2015

By: /s/ Michael H. Lanza

Michael H. Lanza

Executive Vice President and General Counsel

EXHIBIT INDEX

Exhibit No. Description

3.2 By-Laws of Selective Insurance Group, Inc., effective January 29, 2015, marked to show revisions.

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