

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

Employers Holdings, Inc.
(Exact Name of Registrant as Specified in Its Charter)

NEVADA
(State or Other Jurisdiction of
Incorporation or Organization)

04-3850065
(I.R.S. Employer
Identification No.)

10375 Professional Circle
Reno, Nevada 89521
(Address, Including Zip Code, of Registrant's Principal Executive Offices)

Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan
(Full Title of the Plan)

Lenard T. Ormsby, Esq.
Executive Vice President, Chief Legal Officer and
General Counsel
Employers Holdings, Inc.
10375 Professional Circle
Reno, Nevada 89521
(888) 682-6671
(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Susan J. Sutherland, Esq.
David C. Ingles, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value \$0.01 per share	2,000,000 shares	\$17.48	\$34,960,000.00	\$1,373.93

(1) This Registration Statement shall also cover any additional shares of common stock which may become issuable under the plan being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefits plans described herein.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act on the basis of the average of the high and low sale prices for a share of common stock of Employers Holdings, Inc. as reported on the New York Stock Exchange on August 7, 2008.



EXPLANATORY NOTE

This Registration Statement has been filed to register 2,000,000 additional shares of common stock, par value \$0.01 per share, to be offered pursuant to the Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan (the "Plan"), which has been amended since the filing of Employers Holdings, Inc.'s (the "Company") Registration Statements on Form S-8 covering the Plan prior to its amendment. In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statements on Form S-8 related to the Plan prior to its amendment (File No. 333-140395, filed on February 1, 2007, and File No. 333-142135, filed on April 16, 2007) filed with the Securities and Exchange Commission are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby.

PART II: INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan (previously filed as Appendix B to the definitive proxy statement of Employers Holdings, Inc. filed with the Securities and Exchange Commission on April 15, 2008, and incorporated by reference herein).
5.1	Opinion of Lenard T. Ormsby, Esq.
23.1	Consent of Lenard T. Ormsby, Esq. (included in the opinion filed as Exhibit 5.1 hereto)
23.2	Consent of Independent Registered Public Accounting Firm
23.3	Consent of Towers, Perrin, Forster & Crosby, Inc.
24.1	Powers of Attorney (reference is made to the signature page hereto)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Reno, Nevada, on this 8th day of August, 2008.

EMPLOYERS HOLDINGS, INC.

By: /s/ Douglas D. Dirks
Douglas D. Dirks
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Douglas D. Dirks, William E. Yocke and Lenard T. Ormsby, and each of them, as his or her attorney-in-fact, with full power of substitution in each, for him or her in any and all capacities, to sign any amendments to this registration statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert J. Kolesar</u> Robert J. Kolesar	Chairman of the Board	August 8, 2008
<u>/s/ Douglas D. Dirks</u> Douglas D. Dirks	President and Chief Executive Officer, Director (Principal Executive Officer)	August 8, 2008
<u>/s/ William E. Yocke</u> William E. Yocke	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 8, 2008
<u>/s/ Richard W. Blakey</u> Richard W. Blakey	Director	August 8, 2008
<u>/s/ Valerie R. Glenn</u> Valerie R. Glenn	Director	August 8, 2008
<u>/s/ Rose E. McKinney-James</u> Rose E. McKinney-James	Director	August 8, 2008
<u>/s/ Ronald F. Mosher</u> Ronald F. Mosher	Director	August 8, 2008

Signature

Title

Date

/s/ Katherine W. Ong
Katherine W. Ong

Director

August 8, 2008

/s/ Michael D. Rumbolz
Michael D. Rumbolz

Director

August 8, 2008

/s/ John P. Sande III
John P. Sande III

Director

August 8, 2008

/s/ Martin J. Welch
Martin J. Welch

Director

August 8, 2008

EXHIBIT INDEX

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August 8, 2008

Employers Holdings, Inc.
10375 Professional Circle
Reno, NV 89521

Re: Employers Holdings, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

I am the Executive Vice President, Chief Legal Officer & General Counsel of Employers Holdings, Inc., a Nevada corporation (the "Company"), and as such, I have acted as counsel for the Company in connection with the preparation of a registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission"), on August 8, 2008, relating to the registration by the Company of 2,000,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), authorized for issuance pursuant to the Amended and Restated Employers Holdings, Inc. Equity and Incentive Plan (the "Plan"). I express no opinion as to any instrument or document incorporated by reference into the Registration Statement.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

In rendering the opinion set forth herein, I have examined originals or copies, certified or otherwise identified to my satisfaction of the following: (i) the Plan; (ii) the Registration Statement in the form to be filed with the Commission on the date hereof; (iii) the Amended and Restated Articles of Incorporation of the Company, dated as of February 5, 2007 and currently in effect, certified by the Secretary of State of the State of Nevada; (iv) the Amended and Restated By-Laws of the Company, dated as of March 28, 2007 and currently in effect (the "By-Laws"); (v) a certificate, dated as of August 6, 2008, from the Secretary of State of the State of Nevada, and a telephonic bring down thereof, dated as of August 8, 2008, as to the existence and good standing in the State of Nevada of the Company; (vi) resolutions of the Board of Directors of the Company, adopted March 20, 2008, relating to the Plan and filing of the Registration Statement; (vii) the Decision and Order of the Commissioner of the Division of Insurance of the State of Nevada Department of Business and Industry relating to the conversion of EIG Mutual Holding Company, a Nevada mutual holding company ("EIG Mutual"), into the Company, issued on November 29, 2006; and (viii) the Decision and Order of the Commissioner of the Division of Insurance of the State of Nevada Department of Business and Industry relating to the conversion of EIG Mutual into the Company, issued on January 13, 2007. I also have examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as I have deemed necessary or appropriate as a basis for the opinion set forth below.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making my

examination of executed documents, I have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinion expressed herein that I did not independently establish or verify, I have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

In rendering the opinion set forth below, I have assumed that each agreement setting forth the terms of each grant of options or other awards under the Plan is or will be consistent with the Plan and has been or will be duly authorized and validly executed and delivered by the parties thereto and such parties' obligations set forth therein are legal, valid and binding.

I do not express any opinion as to the laws of any jurisdiction other than the laws of the State of Nevada.

Based on and subject to the foregoing, I am of the opinion that the Shares have been duly authorized by the Company and, when the Shares are issued and paid for by the Plan participants as contemplated by the Plan and in accordance with the terms and conditions of the Plan and the applicable award agreements, the Shares will be validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Lenard T. Ormsby

Lenard T. Ormsby, Esq.

Executive Vice President, Chief

Legal Officer and General Counsel

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Employers Holdings, Inc. Amended and Restated Equity and Incentive Plan of our report dated March 13, 2008, with respect to the consolidated financial statements and schedules of Employers Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2007 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California
August 6, 2008

Consent of Independent Actuary

The Tillinghast insurance consulting business of Towers, Perrin, Forster & Crosby, Inc. consents to the incorporation by reference in the registration statement on Form S-8 of Employers Holdings, Inc. (the "Company") of the (i) references to it (as the "Consulting Actuary") in relation to the actuarial services described, (ii) reference to it under the caption "Experts" and (iii) use of the opinion of Robert F. Conger, a consulting actuary associated with the Tillinghast business of Towers, Perrin, Forster & Crosby, Inc., dated October 26, 2006, in each case, in the Registration Statement (Form S-1) (File No. 333-139092) and related Prospectus, filed with the Securities and Exchange Commission, of the Company for the registration of shares of its common stock.

The Tillinghast insurance consulting business of Towers, Perrin, Forster & Crosby, Inc.

August 6, 2008

/s/ Ann M. Conway