

KEMPER Corp  
Form 8-K  
October 13, 2016

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): October 7, 2016  
Kemper Corporation  
(Exact name of registrant as specified in its charter)

Commission File Number: 001-18298

DE 95-4255452  
(State or other jurisdiction (IRS Employer  
of incorporation) Identification No.)  
One East Wacker Drive, Chicago, IL 60601  
(Address of principal executive offices, including zip code)  
312-661-4600  
(Registrant's telephone number, including area code)  
(Former name or former address, if changed since last report)

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))

Section 5. – Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In connection with its recent announcement that James J. McKinney would be joining the company as Senior Vice President and Chief Financial Officer, Kemper Corporation (“Kemper” or the “Company”), through its subsidiary, Kemper Corporate Services, Inc., finalized the terms of a letter agreement (“Letter Agreement”) with its former Chief Financial Officer, Frank J. Sodaro, on October 7, 2016. The Letter Agreement provides for Mr. Sodaro to serve the Company as Senior Advisor through December 31, 2016, or such earlier date as he may elect to leave the Company (“Separation Date”), and incorporates as an exhibit a Separation Agreement (“Separation Agreement”) that is expected to be signed by the parties on or about the Separation Date. The Separation Agreement provides for a cash severance payment to Mr. Sodaro in the gross amount of \$450,000 and includes a general release of claims in favor of the Company and its affiliates and certain other covenants and indemnification provisions.

This report may contain or incorporate by reference information that includes or is based on forward-looking statements within the meaning of the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give expectations or forecasts of future events, and can be identified by the fact that they relate to future actions, performance or results rather than strictly to historical or current facts.

Any or all forward-looking statements may turn out to be wrong, and, accordingly, readers are cautioned not to place undue reliance on such statements, which speak only as of the date of this report. Forward-looking statements involve a number of risks and uncertainties that are difficult to predict, and are not guarantees of future performance. Among the general factors that could cause actual results and financial condition to differ materially from estimated results and financial condition are those listed in periodic reports filed by Kemper with the SEC. No assurances can be given that the results and financial condition contemplated in any forward-looking statements will be achieved or will be achieved in any particular timetable. Kemper assumes no obligation to publicly correct or update any forward-looking statements as a result of events or developments subsequent to the date of this report. The reader is advised, however, to consult any further disclosures Kemper makes on related subjects in its filings with the SEC.

**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.

Kemper Corporation

Date: October 13, 2016 /s/ C. Thomas Evans, Jr.  
C. Thomas Evans, Jr.  
Senior Vice President, Secretary & General Counsel