

TRAVELERS COMPANIES, INC.
Form 8-K
August 01, 2013

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): July 25, 2013

The Travelers Companies, Inc.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of

incorporation)

001-10898
(Commission

File Number)

41-0518860
(IRS Employer

Identification Number)

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485 Lexington Avenue

New York, New York
(Address of principal executive offices)

(917) 778-6000

10017
(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

(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))

Item 8.01 Other Events.

On July 25, 2013, The Travelers Companies, Inc. (the Company) entered into an Underwriting Agreement (the Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, Citigroup Global Markets Inc. and U.S. Bancorp Investments, Inc., as the representatives for the several underwriters named in Schedule 1 of the Agreement, for the issuance and sale by the Company of \$500,000,000 aggregate principal amount of the Company s 4.60% Senior Notes due 2043 (the Notes). The foregoing description is qualified by reference to the Agreement, a copy of which is attached hereto as Exhibit 1.1 and incorporated by reference herein. Further information concerning the Notes and related matters is set forth in the Company s Prospectus Supplement, dated July 25, 2013, which was filed with the Securities and Exchange Commission on July 26, 2013.

The Agreement is not intended to provide factual information or other disclosure other than with respect to the terms of the Agreement itself, and you should not rely on it for that purpose. In particular, any representations and warranties made by us in the Agreement were made solely as of the dates specified in the Agreement, within the specific context of the Agreement, including subject to the qualifications and limitations agreed to by the parties, and only to the other express parties to the Agreement. No other person may rely on such representations and warranties.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 1.1 | Underwriting Agreement, dated July 25, 2013 |
| 5.4 | Opinion of Simpson Thacher & Bartlett LLP |
| 5.5 | Opinion of Wendy C. Skjerven, Esq. |
| 23.2 | Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.4) |

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.

Date: August 1, 2013

THE TRAVELERS COMPANIES, INC.

By: /s/ Matthew S. Furman
Name: Matthew S. Furman
Title: Senior Vice President

INDEX TO EXHIBITS

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| Exhibit 5.5 | Opinion of Wendy C. Skjerven, Esq. |
| Exhibit 23.2 | Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.4). |