

TRAVELERS COMPANIES, INC.  
Form 8-K  
May 11, 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): May 4, 2016**

**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)**

**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 May 4, 2016, The Travelers Companies, Inc. (the Company ) entered into an Underwriting Agreement (the Agreement ) with Barclays Capital Inc. and Citigroup Global Markets 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 3.750% Senior Notes due 2046 (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 May 4, 2016, which was filed with the Securities and Exchange Commission on May 5, 2016.

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**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 1.1        | Underwriting Agreement, dated May 4, 2016                           |
| 5.4        | Opinion of Wendy C. Skjerven, Esq.                                  |
| 5.5        | Opinion of Simpson Thacher & Bartlett LLP                           |
| 23.2       | Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.5) |

**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: May 11, 2016

THE TRAVELERS COMPANIES, INC.

By: /s/ Kenneth F. Spence III

Name: Kenneth F. Spence III

Title: Executive Vice President and General Counsel

INDEX TO EXHIBITS

| <b>Exhibit<br/>Number</b> | <b>Exhibit</b>  |
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| Exhibit 1.1               | Underwriting Agreement, dated May 4, 2016                           |
| Exhibit 5.4               | Opinion of Wendy C. Skjerven, Esq.                                  |
| Exhibit 5.5               | Opinion of Simpson Thacher & Bartlett LLP                           |
| Exhibit 23.2              | Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.5) |