

TRAVELERS COMPANIES, INC.

Form S-8

February 04, 2009

As filed with the Securities and Exchange Commission on February 4, 2009

Registration Number 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE**  
**SECURITIES ACT OF 1933**

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**THE TRAVELERS COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State of incorporation)

**41-0518860**  
(I.R.S. Employer Identification No.)

**385 Washington Street**  
**St. Paul, Minnesota 55102**  
**(651) 310-7911**

(Address of Principal Executive Offices)

**THE TRAVELERS 401(K) SAVINGS PLAN**

(Full title of the plan)

**Matthew S. Furman, Esq.**  
**Senior Vice President and Corporate Secretary**  
**The Travelers Companies, Inc.**  
**385 Washington Street**  
**St. Paul, MN 55102**  
**(917) 778-6828**

(Name, address and telephone number of agent for service)

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

Large accelerated filer  X

Accelerated filer  O

Non-accelerated filer (Do not check if a smaller reporting company)  O

Smaller reporting company  O

**CALCULATION OF REGISTRATION FEE**

| Title of securities to be registered   | Amount to be registered | Proposed maximum offering price per share (3) | Proposed maximum aggregate offering price | Amount of registration fee |
|--|-------------------------|---|---|----------------------------|
| Common Stock, without par value (1)(2) | 6,000,000 shares        | \$ 38.25                                      | \$ 229,500,000                            | \$ 9,019.35                |

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement includes an indeterminate number of additional shares as may be issuable as a result of a stock split, stock dividend or similar adjustment of the outstanding shares of Common Stock of the Registrant.

(2) In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate number of interests to be offered or sold pursuant to The Travelers 401(k) Savings Plan.

(3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h)(1) under the Securities Act based on the average of the high and low sales prices per share of the Registrant's Common Stock on February 2, 2009, as reported on the New York Stock Exchange.



**Explanatory Note**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 6,000,000 shares of The Travelers Companies, Inc. (the Company) Common Stock to be issued pursuant to The Travelers 401(k) Savings Plan, as amended and restated (the Plan). In accordance with Section E of the General Instructions to Form S-8, the Registration Statement on Form S-8 previously filed with the Commission relating to the Plan (Registration Statement No. 333-128026) is incorporated by reference herein.

**Part II - Information Required in the Registration Statement**

**Item 3. Incorporation of Documents by Reference**

The following documents filed with the Securities and Exchange Commission (the SEC) by the Company and the Plan, are incorporated in this Registration Statement by reference:

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the SEC on February 21, 2008;
- (2) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), since February 21, 2008;
- (3) The Annual Report on Form 11-K for the Plan, as filed with the SEC on June 17, 2008; and
- (4) The description of the Company's Common Stock contained in its registration statement on Form 8-A, including any amendments or supplements thereto.

All reports and other documents filed by the Company and the Plan with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in and to be a part of this Registration Statement from the date of filing of such documents.

Any statement contained in a document incorporated by reference herein shall be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or

superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits**

The following is a complete list of Exhibits filed or incorporated by reference as part of this Registration Statement:

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 5              | The shares of Common Stock offered and sold pursuant to the Plan are purchased by the administrator of the Plan in open market transactions. Because no original issuance |

securities will be offered or sold pursuant to the Plan, no opinion of counsel regarding the legality of the securities being registered hereunder is required.

Pursuant to Item 8(b) of Form S-8, the Company has submitted the Plan to the Internal Revenue Service ( IRS ) for a determination letter that the Plan is qualified under Section 401 of the Internal Revenue Code of 1986 and will make all changes required by the IRS in order to qualify the Plan.

23.2 Consent of KPMG LLP.

24 Powers of Attorney.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 the City of St. Paul, State of Minnesota on February 4, 2009.

**THE TRAVELERS COMPANIES, INC.**

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

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Date: February 4, 2009 /s/ Jay S. Fishman  
Jay S. Fishman, Chairman of the Board, Director, Chief  
Executive Officer (*Principal Executive Officer*)

Date: February 4, 2009 /s/ Jay S. Benet  
Jay S. Benet, Vice Chairman and Chief Financial  
Officer (*Principal Financial Officer*)

Date: February 4, 2009 /s/ Douglas K. Russell  
Douglas K. Russell, Senior Vice President, Corporate  
Controller and Treasurer (*Principal Accounting Officer*)

Alan L. Beller, Director\*

John H. Dasburg, Lead Director\*

Janet M. Dolan, Director\*

Kenneth M. Duberstein, Director\*

Lawrence G. Graev, Director\*

Patricia L. Higgins, Director\*

Thomas R. Hodgson, Director\*

Cleve L. Killingsworth, Director\*

Robert I. Lipp, Director\*

Blythe J. McGarvie, Director\*

Glen D. Nelson, M.D., Director\*

Laurie J. Thomsen, Director\*



\*Matthew S. Furman, by signing his name hereto, does hereby sign this document on behalf of himself and each of the above named directors of the Registrant pursuant to powers of attorney duly executed by such persons (set forth in Exhibit 24 to this Registration Statement).

/s/ Matthew S. Furman  
Matthew S. Furman  
(For himself and as attorney-in-fact)

Dated: February 4, 2009

**THE TRAVELERS 401(K) SAVINGS PLAN**

**The Plan.** Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Paul, State of Minnesota, on February 4, 2009.

**THE TRAVELERS 401(K) SAVINGS PLAN**

By: **The Travelers Companies, Inc.**

By: /s/ John P. Clifford, Jr.  
Name: John P. Clifford, Jr.  
Its: Executive Vice President, Human Resources

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>   | <b>Method of Filing</b> |
|----------------|----------------------|-------------------------|
| 23.2           | Consent of KPMG LLP. | Filed Electronically    |
| 24             | Powers of Attorney.  | Filed Electronically    |