

TRAVELERS COMPANIES, INC.

Form S-8

May 27, 2014

As filed with the Securities and Exchange Commission on May 27, 2014

Registration Number 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE

SECURITIES ACT OF 1933

THE TRAVELERS COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State of incorporation)

41-0518860
(IRS Employer Identification No.)

485 Lexington Avenue

New York, NY 10017

(Address of Principal Executive Offices) (Zip Code)

**THE TRAVELERS COMPANIES, INC.
2014 STOCK INCENTIVE
PLAN**

(Full title of the plan)

**Matthew S. Furman, Esq.
Senior Vice President and Corporate Secretary
The Travelers Companies, Inc.
485 Lexington Avenue**

New York, NY 10017

(917) 778-6828

(Name, address and telephone number, including area code, 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(1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|----------------------------|--|---|----------------------------|
| Common Stock, without par value | 10,000,000 shares | \$ 92.955 | \$ 929,550,000 | \$ 119,726.04 |

(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, without par value (the Common Stock) of The Travelers Companies, Inc. (the Company).

(2) 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 Company's Common Stock on May 21, 2014, 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 10,000,000 shares of Common Stock of the Company to be issued pursuant to The Travelers Companies, Inc. 2014 Stock Incentive Plan (the "Plan"). In accordance with Section E of the General Instructions to Form S-8, the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission relating to the Company's Amended and Restated 2004 Stock Incentive Plan (Registration Statement Nos. 333-176002, 333-164972 and 333-117726), including the information contained therein, are 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, 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, 2013 filed with the SEC on February 13, 2014;
- (2) The Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014 filed with the SEC on April 22, 2014;
- (3) The Company's Periodic Reports on Form 8-K filed with the SEC on February 6, 2014 and March 17, 2014;
- (4) 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 December 31, 2013 (other than information deemed to have been furnished rather than filed in accordance with the SEC's rules); and
- (5) 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 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 (other than information deemed to have been furnished rather than filed in accordance with the SEC's rules) 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 5. Interests of Named Experts and Counsel

Wendy C. Skjerven, Esq., Vice President, Associate Group General Counsel and Deputy Corporate Secretary of the Company, has given her opinion about certain legal matters affecting the Plan in this Registration Statement. Ms. Skjerven owns, or has the right to acquire, a number of shares of the Company's Common Stock which represents less than 1% of the total outstanding Common Stock of the Company. Ms. Skjerven participates in the Plan.

Item 8. Exhibits

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

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| Exhibit | Description |
|----------------|--|
| 4.1 | Amended and Restated Articles of Incorporation of The Travelers Companies, Inc., as amended and restated May 23, 2013 (incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K filed on May 24, 2013 (File No. 1-10898)). |
| 4.2 | Amended and Restated Bylaws of The Travelers Companies, Inc., effective as of February 18, 2009 (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 (File No. 1-10898)). |
| 4.3 | The Travelers Companies, Inc. 2014 Stock Incentive Plan. |
| 5 | Opinion and consent of Wendy C. Skjerven, Esq. |
| 23.1 | Consent of Wendy C. Skjerven, Esq. (included in Exhibit 5). |
| 23.2 | Consent of KPMG LLP. |
| 24 | Powers of Attorney. |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 New York, State of New York, on May 27, 2014.

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 of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Date: May 27, 2014 /s/ Jay S. Fishman
Jay S. Fishman, Director, Chairman and Chief Executive Officer

Date: May 27, 2014 /s/ Jay S. Benet
Jay S. Benet, Vice Chairman and Chief Financial Officer

Date: May 27, 2014 /s/ Douglas K. Russell
Douglas K. Russell, Senior Vice President and Corporate Controller

Alan L. Beller, Director*
John H. Dasburg, Director*
Janet M. Dolan, Director*
Kenneth M. Duberstein, Director*
Patricia L. Higgins, Director*

Thomas R. Hodgson, Director*

William J. Kane, Director*

Cleve L. Killingsworth, Jr., Director*

Philip T. Ruegger III*
Donald J. Shepard, Director*

Laurie J. Thomsen, Director*

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*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 Company 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)

Date: May 27, 2014

EXHIBIT INDEX

| Exhibit | Description | Method of Filing |
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