

TRAVELERS COMPANIES, INC.

Form S-8

June 17, 2016

As filed with the Securities and Exchange Commission on June 17, 2016

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, New York 10017

(Address of Principal Executive Offices) (Zip Code)

THE TRAVELERS COMPANIES, INC.

AMENDED AND RESTATED

2014 STOCK INCENTIVE PLAN

(Full title of the plan)

Kenneth F. Spence III

Executive Vice President and General Counsel

The Travelers Companies, Inc.

385 Washington Street

St. Paul, Minnesota 55102

(651) 310-7911

(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

Accelerated filer

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

Smaller reporting company

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	4,400,000 shares	\$111.89	\$492,316,000	\$49,576.22

- (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 June 16, 2016, 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 4,400,000 shares of Common Stock of The Travelers Companies, Inc. (the Company) to be issued pursuant to the Company's Amended and Restated 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) and relating to the Company's 2014 Stock Incentive Plan (Registration Statement No. 333-196290), 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, 2015 filed with the SEC on February 11, 2016;
- (2) The Company's quarterly report on Form 10-Q for the quarterly period ended March 31, 2016 filed with the SEC on April 21, 2016;
- (3) The Company's current reports on Form 8-K filed with the SEC on May 11, 2016, May 20, 2016 and May 27, 2016; and
- (4) The description of the Company's Common Stock contained in its registration statement on Form 8-A, filed on October 17, 1991, 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 Securities Exchange Act of 1934, as amended, 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, Corporate Secretary and Group General Counsel 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:

Exhibit

Number	Description of Exhibit
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 August 5, 2014 (incorporated by reference to Exhibit 3.2 to the Company's current report on Form 8-K filed on August 11, 2014 (File No. 1-10898)).
4.3	The Travelers Companies, Inc. Amended and Restated 2014 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed on May 20, 2016 (File No. 1-10898)).
5	Opinion 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 St. Paul, State of Minnesota, on June 17, 2016.

THE TRAVELERS COMPANIES, INC.

By: /s/ Kenneth F. Spence III
Name: Kenneth F. Spence III
Title: Executive Vice President and General Counsel

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: June 17, 2016

/s/ Alan D. Schnitzer
Alan D. Schnitzer, Chief Executive Officer

(Principal Executive Officer)

Date: June 17, 2016

/s/ Jay S. Benet
Jay S. Benet, Vice Chairman and Chief Financial Officer

(Principal Financial Officer)

Date: June 17, 2016

/s/ Douglas K. Russell
Douglas K. Russell, Senior Vice President and Corporate Controller

(Principal Accounting Officer)

Alan L. Beller, Director*

John H. Dasburg, Director*

Janet M. Dolan, Director*

Kenneth M. Duberstein, Director*

Jay S. Fishman, Executive Chairman of the Board*

Patricia L. Higgins, Director*

Thomas R. Hodgson, Director*

William J. Kane, Director*

Cleve L. Killingsworth Jr., Director*

Philip T. Ruegger III, Director*

Todd C. Schermerhorn, Director*

Donald J. Shepard, Director*

Laurie J. Thomsen, Director*

*Kenneth F. Spence III, 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/ Kenneth F. Spence III
Kenneth F. Spence III
(For himself and as attorney-in-fact)

Date: June 17, 2016

EXHIBIT INDEX

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