

TRAVELERS COMPANIES, INC.  
Form 8-K  
August 08, 2011

**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): **August 4, 2011**

**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)

**10017**  
(Zip Code)

**(917) 778-6000**

(Registrant's telephone number, including area code)

**Not Applicable**

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(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))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On August 2, 2011, the Board of Directors of The Travelers Companies, Inc. (the Company ) approved the restatement of the Company s Amended and Restated Articles of Incorporation (the Restated Articles ) solely to reflect the cancellation of the Company s Series B Convertible Preferred Stock, no shares of which were outstanding at the time of the restatement. The Restated Articles were filed with the Minnesota Secretary of State on August 4, 2011 and were effective upon filing.

A copy of the Restated Articles is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | The Travelers Companies, Inc. Amended and Restated Articles of Incorporation effective August 4, 2011 are filed herewith. |

**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 8, 2011

THE TRAVELERS COMPANIES, INC.

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