

CNA FINANCIAL CORP  
Form 8-K  
December 31, 2014

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) December 31, 2014

CNA FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-5823 (Commission File Number)	36-6169860 (IRS Employer Identification No.)
---	---------------------------------------	--

333 S. Wabash, Chicago, Illinois (Address of principal executive offices)	60604 (Zip Code)
--	---------------------

Registrant's telephone number, including area code (312) 822-5000

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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(e) As previously reported, on December 19, 2014, Registrant announced that Robert A. Lindemann will retire as President and Chief Operating Officer of the Commercial Lines of Registrant, effective December 31, 2014. In connection with Mr. Lindemann's departure, Registrant entered into a General Release and Settlement Agreement with Mr. Lindemann on December 30, 2014 (the "Settlement Agreement"). Pursuant to the Settlement Agreement, in addition to severance amounts based on one-year base salary and annual bonus at target, Mr. Lindemann will receive up to approximately \$4.0 million in aggregate payments made in connection with Registrant's Incentive Compensation Plan (covering both annual-based and long-term incentive compensation), such aggregate amount dependent on actual results of Registrant in 2015 and 2016.

The foregoing description is qualified in its entirety by reference to the Settlement Agreement, which is filed hereto as Exhibit 10.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits:

See Exhibit Index.

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.

CNA Financial Corporation  
(Registrant)

Date: December 30, 2014

By /s/ D. Craig Mense  
(Signature)  
D. Craig Mense  
Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
<u>10.1</u>	General Release and Settlement Agreement, dated as of December 30, 2014, between Registrant and Robert A. Lindemann