

TRAVELERS COMPANIES, INC.  
Form 8-K  
August 02, 2017

**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 1, 2017**

---

**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 No.)

**485 Lexington Avenue**  
**New York, New York**

**10017**  
(Zip Code)

Edgar Filing: TRAVELERS COMPANIES, INC. - Form 8-K

(Address of principal executive offices)

**(917) 778-6000**

(Registrant's telephone number, including area code)

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

---

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On August 1, 2017, the Board of Directors of The Travelers Companies, Inc. (the "Company") increased the number of directors on the Board of Directors from 12 to 13 and elected Clarence Otis, Jr. as a director. Mr. Otis has also been appointed as a member of the Compensation, Investment and Capital Markets and Nominating and Governance Committees of the Board of Directors. Mr. Otis is the former CEO and Chairman of Darden Restaurants, Inc.

In connection with his service as a non-employee director, Mr. Otis will receive compensation in accordance with the Company's Current Director Compensation Program described in Exhibit 10.2 to the Company's Form 10-Q for the quarter ended June 30, 2016, filed on July 21, 2016.

**Item 8.01 Other Events.**

On August 2, 2017, the Company announced that, effective immediately, the independent members of the Board of Directors elected Alan D. Schnitzer, Chief Executive Officer and a director of the Company, to serve as Chairman of the Board and John H. Dasburg to serve as the Company's independent Lead Director.

A copy of the Company's press release announcing these changes is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated August 2, 2017, of The Travelers Companies, Inc.

**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 2, 2017

THE TRAVELERS COMPANIES, INC.

By:

/s/ Kenneth F. Spence III

Name: Kenneth F. Spence III

Title: Executive Vice President and General Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated August 2, 2017, of The Travelers Companies, Inc.