

CNA FINANCIAL CORP  
Form 8-K  
April 06, 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) April 4, 2011

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(e) Departure of Director or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 4, 2011, Jonathan D. Kantor, Executive Vice President, General Counsel and Secretary of CNA Financial Corporation (together with its subsidiaries, the “Company”), entered into a new letter agreement providing for terms relating to employment with the Company. The new letter agreement was offered to Mr. Kantor on March 23, 2011. The following is a summary of the material terms of the letter agreement, qualified in its entirety by reference to the actual agreement attached to this Current Report as Exhibit 10.1.

Effective July 1, 2011, the employment relationship with Mr. Kantor will be transformed into an “at will” relationship, with the compensation structure remaining the same or substantially similar to that provided for in the employment agreement previously in effect. The severance arrangements of the employment agreement have been modified pursuant to the letter agreement and the Company has agreed to allow the non-competition covenant in the employment agreement to expire as of July 1, 2011.

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: April 6, 2011

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>	Letter Agreement, dated March 23, 2011, between Registrant's subsidiary Continental Casualty Company and Jonathan D. Kantor.