

TRAVELERS COMPANIES, INC.
Form 8-K
June 02, 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): **May 27, 2014**

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

(e) On May 27, 2014, the shareholders of The Travelers Companies, Inc. (Travelers or the Company) approved the Company's 2014 Stock Incentive Plan (the 2014 Stock Incentive Plan). The material terms of the 2014 Stock Incentive Plan were described in the Company's definitive Proxy Statement dated April 11, 2014 under the caption Item 4 The Travelers Companies, Inc. 2014 Stock Incentive Plan .

The 2014 Stock Incentive Plan authorizes the Compensation Committee of the Board of Directors of the Company to grant to employees, non-employee directors, consultants and other service providers of the Company and its affiliates incentive-based compensation in the form of Company common stock as more fully described in the Company's definitive Proxy Statement.

The 2014 Stock Incentive Plan is filed as Exhibit 10.1 hereto.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of shareholders on May 27, 2014. For more information on the following proposals submitted to shareholders, see the Company's definitive Proxy Statement dated April 11, 2014. Below are the final voting results.

Item 1 Election of Directors

| Name | Votes For | Votes Against | Votes Withheld | Broker Non-Votes |
|----------------------------|-------------|---------------|----------------|------------------|
| Alan L. Beller | 263,204,088 | 882,528 | 1,003,382 | 34,921,350 |
| John H. Dasburg | 259,482,508 | 4,557,099 | 1,050,391 | 34,921,350 |
| Janet M. Dolan | 260,656,013 | 3,413,205 | 1,020,780 | 34,921,350 |
| Kenneth M. Duberstein | 254,219,817 | 9,792,216 | 1,077,965 | 34,921,350 |
| Jay S. Fishman | 251,956,819 | 8,641,713 | 4,491,466 | 34,921,350 |
| Patricia L. Higgins | 263,120,731 | 876,894 | 1,092,373 | 34,921,350 |
| Thomas R. Hodgson | 259,825,235 | 4,220,541 | 1,044,222 | 34,921,350 |
| William J. Kane | 263,438,859 | 646,307 | 1,004,832 | 34,921,350 |
| Cleve L. Killingsworth Jr. | 259,019,000 | 5,066,904 | 1,004,094 | 34,921,350 |
| Philip T. Ruegger III | 263,228,557 | 854,222 | 1,007,219 | 34,921,350 |
| Donald J. Shepard | 258,972,297 | 5,131,498 | 986,203 | 34,921,350 |
| Laurie J. Thomsen | 259,069,947 | 5,032,798 | 987,253 | 34,921,350 |

Item 2 Ratification of Independent Registered Public Accounting Firm

Votes For Votes Against Votes Abstained Broker Non-Votes

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| | | | |
|-------------|-----------|-----------|---|
| 295,254,421 | 3,727,139 | 1,029,788 | 0 |
|-------------|-----------|-----------|---|

Item 3 Non-Binding Vote to Approve Executive Compensation

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|------------------|
| 214,962,260 | 48,095,977 | 2,031,761 | 34,921,350 |

Item 4 Approval of The Travelers Companies, Inc. 2014 Stock Incentive Plan

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|------------------|
| 245,649,021 | 18,122,045 | 1,318,932 | 34,921,350 |

Item 5 Shareholder Proposal Relating to Political Contributions and Expenditures

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 76,091,197 | 153,298,666 | 35,700,135 | 34,921,350 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | The Travelers Companies, Inc. 2014 Stock Incentive Plan was filed as Exhibit 4.3 to the Company's Registration Statement on Form S-8 (Registration No. 333-196290) dated May 27, 2014, and is incorporated herein by reference. |

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: June 2, 2014

THE TRAVELERS COMPANIES, INC.

By:

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