

Edgar Filing: CNA FINANCIAL CORP - Form 8-K

CNA FINANCIAL CORP  
Form 8-K  
May 02, 2005

PRELIMINARY DRAFT  
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 27, 2005

CNA FINANCIAL CORPORATION

-----  
(Exact name of registrant as specified in its charter)

Delaware

1-5823

36-6169860

-----  
(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

CNA Center, Chicago, Illinois

60685

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Address of principal executive offices)

(Zip Code)

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

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 1.01 ENTRY INTO A DEFINITIVE MATERIAL AGREEMENT.

On April 27, 2005, the shareholders of the Registrant voted to approve the CNA Financial Corporation 2000 Incentive Compensation Plan (the "Plan") as amended and restated, effective as of February 9, 2005. As originally adopted the Plan provided for the issuance of up to 2,000,000 shares of Common Stock (as defined in the Plan) pursuant to awards made thereunder. As amended and restated pursuant to the shareholders' approval, the Plan authorizes the issuance of up to 4,000,000 such shares. The Plan as amended and restated was filed with the Securities and Exchange Commission as Exhibit A to March 31, 2005 DEF 14A 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.

CNA FINANCIAL CORPORATION  
(Registrant)

/s/ D. Craig Mense

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(Signature) By: D. Craig Mense  
Its: Executive Vice President and  
Chief Financial Officer

Dated: April 29, 2005