

TRAVELERS COMPANIES, INC.
Form 8-K
May 24, 2013

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 22, 2013**

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

The Travelers Companies, Inc. (Travelers or the Company) held its annual meeting of shareholders on May 22, 2013. For more information on the following proposals submitted to shareholders, see Travelers proxy statement dated April 9, 2013. Below are the final voting results.

Item 1 Election of Directors

| Name | Votes For | Votes Against | Votes Withheld | Broker Non-Votes |
|-----------------------------|-------------|---------------|----------------|------------------|
| Alan L. Beller | 289,989,049 | 1,845,042 | 733,793 | 33,846,688 |
| John H. Dasburg | 287,739,858 | 4,123,137 | 704,889 | 33,846,688 |
| Janet M. Dolan | 289,670,576 | 2,186,967 | 710,341 | 33,846,688 |
| Kenneth M. Duberstein | 260,287,521 | 31,559,979 | 720,384 | 33,846,688 |
| Jay S. Fishman | 281,656,515 | 7,143,376 | 3,767,993 | 33,846,688 |
| Patricia L. Higgins | 290,256,651 | 1,624,097 | 687,136 | 33,846,688 |
| Thomas R. Hodgson | 289,694,612 | 2,152,646 | 720,626 | 33,846,688 |
| William J. Kane | 290,886,451 | 980,895 | 700,538 | 33,846,688 |
| Cleve L. Killingsworth, Jr. | 266,198,994 | 25,597,735 | 771,155 | 33,846,688 |
| Donald J. Shepard | 266,247,174 | 25,589,947 | 730,763 | 33,846,688 |
| Laurie J. Thomsen | 290,818,853 | 1,023,807 | 725,224 | 33,846,688 |

Item 2 Ratification of Independent Registered Public Accounting Firm

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|------------------|
| 322,297,002 | 3,420,919 | 696,651 | 0 |

Item 3 Non-Binding Vote on Executive Compensation

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|------------------|
| 242,120,315 | 47,432,678 | 3,014,891 | 33,846,688 |

Item 4 Amendment to the Company's Amended and Restated Articles of Incorporation

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|------------------|
| 267,441,254 | 24,011,569 | 1,115,061 | 33,846,688 |

Filed herewith as Exhibit 3.1 is a copy of Travelers Amended and Restated Articles of Incorporation to incorporate the amendment as proposed in Travelers Proxy Statement.

Item 5 Shareholder Proposal Relating to Political Contributions and Expenditures

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 75,567,340 | 174,626,194 | 42,374,350 | 33,846,688 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 3.1 | The Travelers Companies, Inc. Amended and Restated Articles of Incorporation, as amended and restated May 23, 2013 (filed herewith). |

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: May 24, 2013

THE TRAVELERS COMPANIES, INC.

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