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## Section 1: S-8 (S-8)

As filed with the Securities and Exchange Commission on June 17, 2016

Registration Number 333-

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM S-8**

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**REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933**

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**THE TRAVELERS COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

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**Minnesota**  
(State of incorporation)

**41-0518860**  
(IRS Employer Identification No.)

**485 Lexington Avenue  
New York, New York 10017**  
(Address of Principal Executive Offices) (Zip Code)

**THE TRAVELERS COMPANIES, INC.  
AMENDED AND RESTATED  
2014 STOCK INCENTIVE PLAN**  
(Full title of the plan)

**Kenneth F. Spence III  
Executive Vice President and General Counsel  
The Travelers Companies, Inc.  
385 Washington Street  
St. Paul, Minnesota 55102  
(651) 310-7911**

(Name, address and telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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### Calculation of Registration Fee

| <b>Title of securities to be registered</b> | <b>Amount to be registered(1)</b> | <b>Proposed maximum offering price per share(2)</b> | <b>Proposed maximum aggregate offering price</b> | <b>Amount of registration fee</b> |
|---|-----------------------------------|---|--|-----------------------------------|
| Common Stock, without par value             | 4,400,000 shares                  | \$111.89  | \$492,316,000                                    | \$49,576.22                       |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement includes an indeterminate number of additional shares as may be issuable as a result of a stock split, stock dividend or similar adjustment of the outstanding shares of common stock, without par value (the "Common Stock") of The Travelers Companies, Inc. (the "Company").
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h)(1) under the Securities Act based on the average of the high and low sales prices per share of the Company's Common Stock on June 16, 2016, as reported on the New York Stock Exchange.

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## Explanatory Note

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 4,400,000 shares of Common Stock of The Travelers Companies, Inc. (the “Company”) to be issued pursuant to the Company’s Amended and Restated 2014 Stock Incentive Plan (the “Plan”). In accordance with Section E of the General Instructions to Form S-8, the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission relating to the Company’s Amended and Restated 2004 Stock Incentive Plan (Registration Statement Nos. 333-176002, 333-164972 and 333-117726) and relating to the Company’s 2014 Stock Incentive Plan (Registration Statement No. 333-196290), including the information contained therein, are incorporated by reference herein.

### Part II—Information Required in the Registration Statement

#### Item 3. Incorporation of Documents by Reference

The following documents filed with the Securities and Exchange Commission (the “SEC”) by the Company are incorporated in this Registration Statement by reference:

- (1) The Company’s annual report on Form 10-K for the fiscal year ended December 31, 2015 filed with the SEC on February 11, 2016;
- (2) The Company’s quarterly report on Form 10-Q for the quarterly period ended March 31, 2016 filed with the SEC on April 21, 2016;
- (3) The Company’s current reports on Form 8-K filed with the SEC on May 11, 2016, May 20, 2016 and May 27, 2016; and
- (4) The description of the Company’s Common Stock contained in its registration statement on Form 8-A, filed on October 17, 1991, including any amendments or supplements thereto.

All reports and other documents filed by the Company with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold (other than information deemed to have been “furnished” rather than “filed” in accordance with the SEC’s rules) shall be deemed to be incorporated by reference in and to be a part of this Registration Statement from the date of filing of such documents.

Any statement contained in a document incorporated by reference herein shall be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 5. Interests of Named Experts and Counsel

Wendy C. Skjerven, Esq., Vice President, Corporate Secretary and Group General Counsel of the Company, has given her opinion about certain legal matters affecting the Plan in this Registration Statement. Ms. Skjerven owns, or has the right to acquire, a number of shares of the Company’s Common Stock which represents less than 1% of the total outstanding Common Stock of the Company. Ms. Skjerven participates in the Plan.

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**Item 8. Exhibits**

The following is a complete list of Exhibits filed or incorporated by reference as part of this Registration Statement:

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>  |
|---------------------------|--|
| 4.1                       | Amended and Restated Articles of Incorporation of The Travelers Companies, Inc., as amended and restated May 23, 2013 (incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K filed on May 24, 2013 (File No. 1-10898)). |
| 4.2                       | Amended and Restated Bylaws of The Travelers Companies, Inc., effective as of August 5, 2014 (incorporated by reference to Exhibit 3.2 to the Company's current report on Form 8-K filed on August 11, 2014 (File No. 1-10898)).                       |
| 4.3                       | The Travelers Companies, Inc. Amended and Restated 2014 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed on May 20, 2016 (File No. 1-10898)).   |
| 5                         | Opinion of Wendy C. Skjerven, Esq.   |
| 23.1                      | Consent of Wendy C. Skjerven, Esq. (included in Exhibit 5).  |
| 23.2                      | Consent of KPMG LLP.   |
| 24                        | Powers of Attorney.  |

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Paul, State of Minnesota, on June 17, 2016.

THE TRAVELERS COMPANIES, INC.

By: /s/ Kenneth F. Spence III  
Name: Kenneth F. Spence III  
Title: Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Date: June 17, 2016 /s/ Alan D. Schnitzer  
Alan D. Schnitzer, Chief Executive Officer  
(Principal Executive Officer)

Date: June 17, 2016 /s/ Jay S. Benet  
Jay S. Benet, Vice Chairman and Chief Financial Officer  
(Principal Financial Officer)

Date: June 17, 2016 /s/ Douglas K. Russell  
Douglas K. Russell, Senior Vice President and Corporate Controller  
(Principal Accounting Officer)

Alan L. Beller, Director\*  
John H. Dasburg, Director\*  
Janet M. Dolan, Director\*  
Kenneth M. Duberstein, Director\*  
Jay S. Fishman, Executive Chairman of the Board\*  
Patricia L. Higgins, Director\*  
Thomas R. Hodgson, Director\*  
William J. Kane, Director\*  
Cleve L. Killingsworth Jr., Director\*  
Philip T. Ruedger III, Director\*  
Todd C. Schermerhorn, Director\*  
Donald J. Shepard, Director\*  
Laurie J. Thomsen, Director\*

\*Kenneth F. Spence III, by signing his name hereto, does hereby sign this document on behalf of himself and each of the above named directors of the Company pursuant to powers of attorney duly executed by such persons (set forth in Exhibit 24 to this Registration Statement).

/s/ Kenneth F. Spence III  
Kenneth F. Spence III  
(For himself and as attorney-in-fact)

Date: June 17, 2016

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## EXHIBIT INDEX

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4

[\(Back To Top\)](#)

## Section 2: EX-5 (EX-5)

**EXHIBIT 5**

June 17, 2016

The Travelers Companies, Inc.  
485 Lexington Avenue  
New York, NY 10017

Re: The Travelers Companies, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

I am Vice President, Corporate Secretary and Group General Counsel of The Travelers Companies, Inc., a Minnesota corporation (the "Company"), and have acted as counsel to the Company in connection with the Registration Statement on Form S-8 (the "Registration Statement") relating to the offering by the Company of up to 4,400,000 shares of common stock, without par value (the "Common Stock"), of the Company pursuant to The Travelers Companies, Inc. Amended and Restated 2014 Stock Incentive Plan (the "Plan"). The Plan was approved by the Company's shareholders at its 2016 Annual Meeting of Shareholders on May 19, 2016. I have examined the Company's Amended and Restated Articles of Incorporation, its Amended and Restated Bylaws, the Plan, and have reviewed such other documents and such matters of law as I have deemed necessary for this opinion. Accordingly, based upon the foregoing, I am of the opinion that:

1. The Company is duly and validly organized and existing and in good standing under the laws of the State of Minnesota.
2. The Company has duly authorized the issuance of the shares of Common Stock.
3. The shares of Common Stock that may be issued in accordance with the terms and provisions of the Plan will be, upon issuance, validly issued, and fully paid and nonassessable.

I do not express any opinion herein concerning any laws of any jurisdiction other than the laws of the State of Minnesota.

I consent to the filing of this opinion as an exhibit to the Registration Statement. I also consent to the reference to me under the caption "Interests of Named Experts and Counsel" contained in the Registration Statement without implying or admitting that I am an "expert" within the meaning of the Securities Act, or other rules or regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this exhibit.

Very truly yours,

/s/ Wendy C. Skjerven  
Vice President, Corporate Secretary and Group General  
Counsel

[\(Back To Top\)](#)

## Section 3: EX-23.2 (EX-23.2)

EXHIBIT 23.2

### Consent of Independent Registered Public Accounting Firm

Board of Directors  
The Travelers Companies, Inc.:

We consent to the use of our reports dated February 11, 2016, with respect to the consolidated balance sheet of The Travelers Companies, Inc. and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2015, all related financial statement schedules, and the effectiveness of internal control over financial reporting as of December 31, 2015, which reports appear in the December 31, 2015 annual report on Form 10-K of The Travelers Companies, Inc. incorporated herein by reference.

/s/ KPMG LLP  
KPMG LLP

New York, New York  
June 17, 2016  
([Back To Top](#))

## Section 4: EX-24 (EX-24)

EXHIBIT 24

### POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that I, the undersigned, a director of The Travelers Companies, Inc., a Minnesota corporation (the "Company"), do hereby make, nominate and appoint Kenneth F. Spence III and Wendy C. Skjerven, and each of them, with full powers to act without the other, as my true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign on my behalf a Registration Statement on Form S-8 of The Travelers Companies, Inc. (the "Registration Statement") relating to the registration of common stock of the Company pursuant to The Travelers Companies, Inc. Amended and Restated 2014 Stock Incentive Plan and to make such changes in and additions and amendments to the Registration Statement (including post-effective amendments) and to sign the same on my behalf, and to file the Registration Statement and all amendments to the Registration Statement, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission and shall have the same force and effect as though I had manually signed such Registration Statement.

Date: May 19, 2016

/s/ Alan L. Beller  
Alan L. Beller

/s/ John H. Dasburg  
John H. Dasburg

/s/ Janet M. Dolan  
Janet M. Dolan

/s/ Kenneth M. Duberstein  
Kenneth M. Duberstein

/s/ Jay S. Fishman  
Jay S. Fishman

/s/ Patricia L. Higgins  
Patricia L. Higgins

/s/ Thomas R. Hodgson  
Thomas R. Hodgson

([Back To Top](#))

/s/ William J. Kane  
William J. Kane

/s/ Cleve L. Killingsworth Jr.  
Cleve L. Killingsworth Jr.

/s/ Philip T. Ruegger III  
Philip T. Ruegger III

/s/ Todd C. Schermerhorn  
Todd C. Schermerhorn

/s/ Donald J. Shepard  
Donald J. Shepard

/s/ Laurie J. Thomsen  
Laurie J. Thomsen