
Section 1: S-8 POS (POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8)

As filed with the Securities and Exchange Commission on November 12, 2019

Registration Statement File No. 033-56987
Registration Statement File No. 333-25203
Registration Statement File No. 333-50943
Registration Statement File No. 333-63118
Registration Statement File No. 333-65726
Registration Statement File No. 333-107698
Registration Statement File No. 333-107699

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

THE TRAVELERS COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

41-0518860
(IRS Employer
Identification No.)

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

**The St. Paul Companies, Inc. 1994 Stock Incentive Plan
The St. Paul Holdings 1996 (No. 1) Share Option Plan
The St. Paul Holdings 1996 (No. 2) Share Option Scheme
The St. Paul/USF&G Replacement Nonqualified Stock Option Plan
The St. Paul Companies, Inc. Amended and Restated 1994 Stock Incentive Plan
The St. Paul Companies, Inc. 1999 Global Stock Option Plan
The St. Paul Companies, Inc. UK Sharesave Scheme
The St. Paul Companies, Inc. Irish Sharesave Scheme**
(Full title of the plans)

**Christine K. Kalla
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)

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Explanatory Note

The Travelers Companies, Inc. (the “Company”) is filing these post-effective amendments (these “Post-Effective Amendments”) to the following registration statements (together, the “Registration Statements”), which have been previously filed with the Securities and Exchange Commission (the “SEC”), to deregister any and all shares of the Company’s common stock, without par value (“Common Stock”), registered but unsold or otherwise unissued under each such Registration Statement as of the date hereof:

- [Registration Statement on Form S-8 \(File No. 033-56987\), filed with the SEC on December 20, 1994, registering 4,061,884 shares of Common Stock issuable under The St. Paul Companies, Inc. 1994 Stock Incentive Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-25203\), filed with the SEC on April 15, 1997, registering 150,000 shares of Common Stock issuable under The St. Paul Holdings 1996 \(No. 1\) Share Option Plan and The St. Paul Holdings 1996 \(No. 2\) Share Option Scheme;](#)
- [Registration Statement on Form S-8 \(File No. 333-50943\), filed with the SEC on April 24, 1998, registering 3,150,000 shares of Common Stock issuable under The St. Paul/USF&G Replacement Nonqualified Stock Option Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-63118\), filed with the SEC on June 15, 2001, registering 25,400,000 shares of Common Stock issuable under The St. Paul Companies, Inc. Amended and Restated 1994 Stock Incentive Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-65726\), filed with the SEC on July 24, 2001, registering 3,200,000 shares of Common Stock issuable under The St. Paul Companies, Inc. 1999 Global Stock Option Plan;](#)
- [Registration Statement on Form S-8 \(File No. 333-107698\), filed with the SEC on August 6, 2003, registering 350,000 shares of Common Stock issuable under The St. Paul Companies, Inc. UK Sharesave Scheme; and](#)
- [Registration Statement on Form S-8 \(File No. 333-107699\), filed with the SEC on August 6, 2003, registering 30,000 shares of Common Stock issuable under The St. Paul Companies, Inc. Irish Sharesave Scheme.](#)

The purpose of these Post-Effective Amendments is to deregister such portion of the Common Stock previously registered under the Registration Statements that has not been sold or is otherwise unissued under each such Registration Statement as of the date hereof, as the Company no longer grants awards or issues Common Stock under the respective plans.

Part II—Information Required in the Registration Statement

Item 8. Exhibits.

The following is a complete list of exhibits filed or incorporated by reference as part of these Post-Effective Amendments:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
24	Power of Attorney.

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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Paul, State of Minnesota, on November 12, 2019.

THE TRAVELERS COMPANIES, INC.
(Registrant)

By: /s/ Christine K. Kalla
Name: Christine K. Kalla
Title: Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments have been signed by the following persons in the capacities and on the dates indicated.

Date: November 12, 2019

/s/ Alan D. Schnitzer
Alan D. Schnitzer, Director, Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: November 12, 2019

/s/ Daniel S. Frey
Daniel S. Frey, Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: November 12, 2019

/s/ Douglas K. Russell
Douglas K. Russell, Senior Vice President and Corporate Controller
(Principal Accounting Officer)

Alan L. Beller, Director*
Janet M. Dolan, Director*
Patricia L. Higgins, Director*
William J. Kane, Director*
Clarence Otis Jr., Director*
Philip T. Ruegger III, Director*
Todd C. Schermerhorn, Director*
Donald J. Shepard, Director*
Laurie J. Thomsen, Director*

* Christine K. Kalla, by signing her name hereto, does hereby sign this document on behalf of herself and each of the above-named directors of the Company pursuant to a power of attorney duly executed by such persons (set forth in Exhibit 24 to this Registration Statement).

/s/ Christine K. Kalla
Christine K. Kalla
(For herself and as attorney-in-fact)

Date: November 12, 2019

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

Section 2: EX-24 (EXHIBIT 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, do hereby make, nominate and appoint Christine K. Kalla 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 one or more post-effective amendments to Registration Statements on Form S-8 of The Travelers Companies, Inc. (the "Post-Effective Amendments") relating to the deregistration of securities previously registered on Registration Statements on Form S-8 for issuance under each of The St. Paul Companies, Inc. 1994 Stock Incentive Plan, The St. Paul Holdings 1996 (No. 1) Share Option Plan, The St. Paul Holdings 1996 (No. 2) Share Option Scheme, The St. Paul/USF&G Replacement Nonqualified Stock Option Plan, The St. Paul Companies, Inc. Amended and Restated 1994 Stock Incentive Plan, The St. Paul Companies, Inc. 1999 Global Stock Option Plan, The St. Paul Companies, Inc. UK Sharesave Scheme and The St. Paul Companies, Inc. Irish Sharesave Scheme, and to make such changes in and additions and amendments to such Registration Statements (including any further post-effective amendments) and to sign the same on my behalf, and to file the Post-Effective Amendments, 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 Post-Effective Amendments.

Date: November 7, 2019

/s/ Alan L. Beller

Alan L. Beller

/s/ Janet M. Dolan

Janet M. Dolan

/s/ Patricia L. Higgins

Patricia L. Higgins

/s/ William J. Kane

William J. Kane

/s/ Clarence Otis Jr.

Clarence Otis Jr.

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

/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