

CNA FINANCIAL CORP  
Form S-8  
May 05, 2016

As filed with the Securities and Exchange Commission on May 5, 2016

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

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

**CNA FINANCIAL CORPORATION**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**333 S. Wabash**  
**Chicago, Illinois**  
(Address of Principal Executive Offices)

**36-6169860**  
(I.R.S. Employer  
Identification Number)

**60604**  
(Zip Code)

**CNA Financial Corporation Incentive Compensation Plan**  
(Full Title of the Plan)

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**Jonathan D. Kantor**  
**Executive Vice President, General Counsel and Secretary**  
**CNA Financial Corporation**  
**333 South Wabash Avenue**  
**Chicago, Illinois 60604**  
**(312) 822-5000**

(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, 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

**Calculation of Registration Fee**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$ per share	5,000,000 shares(1) \$	32.44(2) \$	162,200,000(2) \$	16,334(2)

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement also covers such additional and indeterminate number of shares as may become issuable because of the provisions of the CNA Financial Corporation Incentive Compensation Plan, relating to adjustments for changes resulting from a stock dividend, stock split or similar change.
- (2) Estimated in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. The price of \$32.44 per share represents the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on May 2, 2016.

**EXPLANATORY NOTE**

A Registration Statement on Form S-8 (File No. 333-166360) was filed with the Securities and Exchange Commission (the Commission) on April 28, 2010 covering the registration of 2,000,000 shares of Common Stock under the Amended and Restated CNA Financial Corporation Incentive Compensation Plan (the Plan). Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register an additional 5,000,000 shares of Common Stock under the Plan and hereby incorporates by reference the contents of the prior Registration Statement except for Items 3 and 8, which are being updated by this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

CNA Financial Corporation (the Registrant) hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- (1) Our annual report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Commission on February 17, 2016;
- (2) Our quarterly report on Form 10-Q for the quarter ended March 31, 2016, filed with the Commission on May 3, 2016;
- (3) Our current reports on Form 8-K filed with the Commission on February 9, 2016, February 23, 2016 and March 22, 2016; and
- (4) The description of our Common Stock contained in our registration statement on Form 8-A/A (File No. 001-05823), filed with the Commission on April 14, 2010, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 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 to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as Incorporated Documents).

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement.

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Any such 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.**

The legality of the securities being registered hereby has been passed on by Jonathan D. Kantor, Esq., the Registrant's Executive Vice President, General Counsel and Secretary, and an employee of the Registrant's subsidiary, Continental Casualty Company. Mr. Kantor will be eligible to participate in the Plan and has previously received awards under the Plan of stock appreciation rights and options to purchase shares of the Registrant's common stock.

### **Item 8. Exhibits.**

The Exhibits accompanying this Registration Statement are listed on the accompanying Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 Chicago, State of Illinois, on the 5th day of May, 2016.

**CNA FINANCIAL CORPORATION**

By: /S/ Thomas F. Motamed  
 Thomas F. Motamed  
 Chairman of the Board and Chief Executive Officer

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

Name	Title	Date
/s/ Thomas F. Motamed Thomas F. Motamed	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 5, 2016
/s/ Craig Mense D. Craig Mense	Executive Vice President and Chief Financial Officer (Principal Financial Officer & Principal Accounting Officer)	May 5, 2016
/s/ Jose O. Montemayor Jose O. Montemayor	Director	May 5, 2016
/s/ Don M. Randel Don M. Randel	Director	May 5, 2016
/s/ Joseph Rosenberg Joseph Rosenberg	Director	May 5, 2016
/s/ Andrew H. Tisch Andrew H. Tisch	Director	May 5, 2016
/s/ James S. Tisch James S. Tisch	Director	May 5, 2016
/s/ Marvin Zonis Marvin Zonis	Director	May 5, 2016

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Incorporation of CNA Financial Corporation, as amended May 6, 1987 (Exhibit 3.1 to Form S-8 filed October 9, 1998 incorporated herein by reference)
3.2	Certificate of Amendment of Certificate of Incorporation, dated May 14, 1998 (Exhibit 3.1a to 2006 Form 10-K incorporated herein by reference)
3.3	Certificate of Amendment of Certificate of Incorporation, dated May 10, 1999 (Exhibit 3.1 to 1999 Form 10-K incorporated herein by reference)
3.4	By-Laws of CNA Financial Corporation, as amended October 24, 2012 (Exhibit 3.1 to Form 8-K filed October 24, 2012 incorporated herein by reference)
4.1	CNA Financial Corporation Incentive Compensation Plan (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A, dated April 2, 2010, filed on April 2, 2010)
4.2	Amendment to the Amended and Restated CNA Financial Corporation Incentive Compensation Plan (incorporated by reference to the Registrant's Definitive Proxy Statement, dated March 18, 2016, filed on March 18, 2016)
5.1*	Opinion of Jonathan D. Kantor, Esq.
23.1*	Consent of Deloitte & Touche LLP
23.2*	Consent of Jonathan D. Kantor, Esq. (included in Exhibit 5.1)

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\* Filed herewith