

CNA FINANCIAL CORP  
Form 8-K  
December 28, 2012

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) December 26, 2012

CNA FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-5823 (Commission File Number)	36-6169860 (IRS Employer Identification No.)
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333 S. Wabash, Chicago, Illinois (Address of principal executive offices)	60604 (Zip Code)
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Registrant's telephone number, including area code (312) 822-5000

NOT APPLICABLE

(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))

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

(e) As previously reported, on December 21, 2012, Registrant announced that Peter W. Wilson had retired as President and Chief Operating Officer of the Specialty Lines of Registrant, effective December 31, 2012. In connection with Mr. Wilson's departure, Registrant entered into a General Release and Settlement Agreement with Mr. Wilson on December 26, 2012 (the "Settlement Agreement"). Pursuant to the Settlement Agreement, Mr. Wilson will receive, in addition to severance amounts due under previously entered agreements, a settlement payment of approximately \$2.0 million to \$2.6 million, inclusive of payments made in connection with Registrant's long-term incentive plan, such payment amount dependent on actual future results of Registrant in 2013 and 2014. The foregoing description is qualified in its entirety by reference to the Settlement Agreement, which is filed hereto as Exhibit 10.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

See Exhibit Index.

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)

Date: December 27, 2012

By /s/ D. Craig Mense  
(Signature)  
D. Craig Mense  
Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
<u>10.1</u>	General Release and Settlement Agreement, dated as of December 26, 2012, between Registrant and Peter W. Wilson