

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: 2005-05-02 | Period of Report: 2005-04-29
SEC Accession No. 0000902561-05-000133

(HTML Version on secdatabase.com)

FILER

CNA FINANCIAL CORP

CIK: 21175 | IRS No.: 366169860 | State of Incorp.: DE | Fiscal Year End: 1231
Type: 8-K | Act: 34 | File No.: 001-05823 | Film No.: 05789345
SIC: 6331 Fire, marine & casualty insurance

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PRELIMINARY DRAFT
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) April 27, 2005

CNA FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-5823

36-6169860

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

CNA Center, Chicago, Illinois

60685

Address of principal executive offices)

(Zip Code)

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))

ITEM 1.01 ENTRY INTO A DEFINITIVE MATERIAL AGREEMENT.

On April 27, 2005, the shareholders of the Registrant voted to approve the CNA Financial Corporation 2000 Incentive Compensation Plan (the "Plan") as amended and restated, effective as of February 9, 2005. As originally adopted the Plan provided for the issuance of up to 2,000,000 shares of Common Stock (as defined in the Plan) pursuant to awards made thereunder. As amended and restated pursuant to the shareholders' approval, the Plan authorizes the issuance of up to 4,000,000 such shares. The Plan as amended and restated was filed with the Securities and Exchange Commission as Exhibit A to March 31, 2005 DEF 14A and is incorporated herein by reference.

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)

/s/ D. Craig Mense

(Signature) By: D. Craig Mense
Its: Executive Vice President and
Chief Financial Officer

Dated: April 29, 2005

